

SOURCE CODE ESCROW AGREEMENT

THIS AGREEMENT made as of the ____ day of _____, _____, (hereinafter called the "Agreement")

BETWEEN:

(hereinafter called the "Supplier")

OF THE FIRST PART

- and -

(hereinafter called the "Escrow Agent")

OF THE SECOND PART

- and -

(hereinafter called the "Customer")

OF THE THIRD PART

NOW THEREFORE in consideration of the premises and mutual covenants contained herein, the parties agree as follows:

ARTICLE 1 - DEFINITIONS

1.01 In this Agreement, the following expressions have the following meanings:

- (a) "Effective Date" means the date of this Agreement;
- (b) "Escrow Materials" means one copy of the program source code (without inclusion of any pass word or program code devices preventing the Customer from accessing or making full use of the program) for the Licensed Programs in machine readable and paper form together with a copy of the existing system design documentation developed for the Licensed Programs in paper form;
- (c) "License Agreement" means the agreement between the Customer and the Supplier dated the ____ day of _____;
- (d) "Licensed Programs" means the programs licensed by the Supplier to the Customer pursuant to the License Agreement.
- (e) "Supplier's Certificates" means a certificate in the form attached as Schedule "A" executed by the Supplier and a statutory declaration in the form attached as Schedule "B" executed by an officer of the Supplier.

ARTICLE 2 - INTERPRETATION

2.01 Headings

Title headings contained in this Agreement are for convenience and reference only and are not to be construed as limiting or extending the meaning of any of its provisions.

2.02 Governing Law

This Agreement shall be construed in accordance with the laws of the Province of _____.
The parties hereto agree to submit to the jurisdiction of the courts of the aforementioned Province in any actions related to this Agreement.

2.03 Currency

All dollar figures contained in this Agreement, including the Exhibits hereto shall mean Canadian dollars, unless otherwise specified.

2.04 References

In this Agreement words importing the singular include the plural and vice versa; words importing the masculine gender include the feminine and neuter and vice versa; and words importing persons include firms or corporations and vice versa, as the context or reference to the parties requires.

2.05 Schedules

The following are attached and made a part of this Agreement:

- Schedule "A" - Supplier's Certificate;
- Schedule "B" - Statutory Declaration;
- Schedule "C" - Customer's Certificate.