

## AGREEMENT TO ADOPT CONTRACT

THIS AGREEMENT made effective as of the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

**BETWEEN:**

[NAME OF SHAREHOLDER]  
[address]  
(the "Shareholder")

**OF THE FIRST PART**

- and -

[NAME OF CORPORATION]  
[address]  
(the "Corporation")

**OF THE SECOND PART**

**WHEREAS:**

- A. Shareholder entered into an Offer to Purchase dated the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, as amended, with respect to the shares of \_\_\_\_\_ (the "Agreement").
- B. The Corporation was incorporated on [date of incorporation], and wishes to be bound by and adopt the Agreement pursuant to section 21 of the *Business Corporations Act*.

**NOW THEREFORE THIS AGREEMENT WITNESSES** that in consideration of the mutual covenants and agreements contained in this Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties, the parties hereby agree as follows:

1. Shareholder hereby assigns, transfers and conveys all right, title and interest of Shareholder in and to the Agreement and the subject matter thereof to the Corporation for its entitlement and benefit absolutely, as if the Corporation had been in existence at the date of the Agreement and had been a party thereto.
2. The Corporation hereby agrees to be bound by and hereby adopts the Agreement and all right, title, interest, benefits and obligations of Shareholder therein, and agrees to indemnify Shareholder and save Shareholder harmless from and with respect to all liabilities or obligations of Shareholder thereunder, as if the Corporation had been in existence at the date of the Agreement and had been a party thereto.