

ESCROW AGREEMENT

THIS AGREEMENT made the ____ day of _____, _____.

BETWEEN:

VENDOR, a body corporate having an office in the City of _____, in the Province of Alberta (hereinafter called "Vendor")

- and -

PURCHASER, a body corporate having an office in the City of _____, in the Province of Alberta (hereinafter called "Purchaser")

- and -

ESCROW AGENT, a partnership having an office in the City of _____, in the Province of Alberta (hereinafter called "Escrow Agent")

WHEREAS Vendor and Purchaser have entered into the Sale Agreement for the purchase and sale of the Assets; and

WHEREAS it is a condition to Closing that the parties hereto enter into this Escrow Agreement.

NOW THEREFORE THIS AGREEMENT WITNESSES that in consideration of the mutual covenants and agreements set forth herein and for the consideration stated in the Sale Agreement, the parties hereto respectively covenant and agree as follows:

1. INTERPRETATION

- (a) The definitions set forth in the Sale Agreement are hereby incorporated into this Escrow Agreement including the recitals. In addition, in this Escrow Agreement:
 - (i) "Escrow Agreement" means this agreement;
 - (ii) "Funds" has the meaning set forth in Subclause 3 (a); and
 - (iii) "Sale Agreement" means the agreement dated ____ between ____ as Vendor and ____, as Purchaser, for assets in the ____ Area, Alberta.
- (b) The headings of the clauses of this Escrow Agreement are inserted for convenience of reference only and shall not affect the meaning, interpretation or construction thereof.
- (c) Whenever the singular or masculine or neuter is used in this Escrow Agreement, the same shall be construed as meaning plural or feminine or referring to a body politic or corporate, and vice versa, as the context requires.

2. ESCROW AGENT

Vendor and Purchaser appoint _____, Barristers and Solicitors, as Escrow Agent and ____ accepts such appointment. The appointment and duties of Escrow Agent, as Escrow Agent, shall terminate immediately following the release of the Funds pursuant to Clause 4.

THIS IS A 3-PAGE FORM.