

**AMALGAMATION AGREEMENT**

**THIS AGREEMENT** made as of the \_\_\_\_ day of \_\_\_, 19\_\_\_\_, (hereinafter called the "Agreement").

**BETWEEN:**

[CORP1], a corporation continued under the laws of \_\_\_\_\_, (hereinafter called "[CORP1]")

**OF THE FIRST PART**

- and -

[CORP2], a corporation incorporated under the laws of \_\_\_\_\_, (hereinafter called "[CORP2]")

**OF THE SECOND PART**

**WHEREAS:**

- A. [CORP1] was incorporated under the *Business Corporations Act* of \_\_\_\_\_ (hereinafter called the "Act") by Articles of Incorporation filed and Certificate of Incorporation issued on \_\_\_\_\_.
- B. [CORP2] was incorporated under the Act by Articles of Incorporation filed and Certificate of Incorporation issued on \_\_\_\_\_.
- C. Acting under the authority of the Act, the parties hereto (hereinafter called the "Parties") have agreed to amalgamate on the terms and conditions hereinafter set out.
- D. The Parties have made full and complete disclosure to each other of their respective assets and liabilities.
- E. It is desirable that the said amalgamation should be effected.

**NOW THEREFORE FOR GOOD AND VALUABLE CONSIDERATION** and the mutual covenants hereunder, the receipt and sufficiency of all of which is hereby acknowledged, **THE PARTIES AGREE AS FOLLOWS:**

- 1. In this agreement the term "Amalgamated Corporation" shall mean the corporation continuing from the amalgamation of [CORP1] and [CORP2].
- 2. [CORP1] and [CORP2] hereby agree to amalgamate under the provisions of Section \_\_\_\_ of the Act and to continue as one (1) corporation under the terms and conditions hereinafter set out.
- 3. The name of the Amalgamated Corporation shall be:  

[\_\_\_\_\_]
- 4. The Amalgamated Corporation shall be authorized to issue the Classes and any maximum number of shares as set out in Schedule "A" hereto, which shares shall have the preferences, rights, conditions, restrictions, limitations or prohibitions set out in such Schedule "A".

5. The right to transfer shares of the Amalgamated Corporation shall be restricted, in that no shares of the Amalgamated Corporation shall be transferred without the express consent of a majority of the directors, to be signified by a resolution passed by the board.
6. The Amalgamated Corporation shall have a minimum of two (2) and a maximum of seven (7) Directors.
7. There shall be no restrictions on the business which the Amalgamated Corporation may carry on.
8. The following other provisions shall apply to the Amalgamated Corporation:
  - (a) The Amalgamated Corporation shall not make a distribution to the public of any of its securities;
  - (b) The maximum number of shareholders at any one time shall be limited to fifty (50), not including persons who are in the employment of the Amalgamated Corporation or that of an affiliate, and persons who, having been formerly in the employment of the Amalgamated Corporation, were, while in that employment, and have continued after the termination of that employment, to be shareholders of the Amalgamated Corporation, two (2) or more persons holding one (1) or more shares jointly being counted as a single shareholder;
  - (c) The Amalgamated Corporation may purchase or otherwise acquire shares issued by it.
  - (d) The Amalgamated Corporation shall have a lien on shares registered in the name of a shareholder for a debt owed by that shareholder to the Corporation.