

[CORPORATION]

STOCK PURCHASE PLAN

1. Purpose of the Plan

1.1 The Corporation hereby establishes a stock purchase plan to be known as the _____ Stock Purchase Plan (the "Plan") and to be effective as of _____, _____.

1.2 The purpose of the Plan is to provide loans to bona fide employees of the Corporation for the purchase of or subscription for shares of the Corporation by the Trustee for such employees and the holding of such shares by the Trustee for the benefit of such employees in accordance with the terms of the Plan in order to afford such employees an opportunity to obtain a proprietary interest in the Corporation.

1.3 The Plan and Trust shall not give any employee the right to be employed by the Corporation or to continue to be employed by the Corporation.

2. Definitions

2.1 "Corporation" shall mean _____ and any successor corporation resulting from amalgamation of the Corporation and any other company or resulting from any other form of corporate reorganization.

2.2 "Employee Loan" shall mean the loan or loans made by the Corporation at any time or from time to time to an employee to be used by the employee to subscribe for shares of the Corporation to be held by the Trustee for the benefit of the employee in accordance with the terms of the Plan.

2.3 "Employee Purchase Date" shall mean the day on which the board of directors of the Corporation allot and issue the employee shares to the Trustee on behalf of the employee in accordance with the terms of the Plan.

2.4 "Employee Shares" shall mean the number of common shares in the capital of the Corporation purchased by the employee with the Employee Loan and held by the Trustee on behalf of the employee in accordance with the terms of the Plan and any shares or securities of the Corporation into which such shares are changed, classified, reclassified, subdivided, consolidated or converted.

2.5 "Market Value" shall be such price per share of the common shares of the Corporation determined from:

- (a) the weighted average sale price for board lots of common shares of the Corporation on The _____ Stock Exchange on the business day ("Such Business Day") next preceding the day on which shares of the Corporation are authorized to be issued; or
- (b) if there is no sale of board lots of such shares on such Exchange on Such Business Day, then the last sale price for such shares of the Corporation as reported on such Exchange at its close on Such Business Day; or
- (c) if there is no sale of such shares on such Exchange on Such Business Day, then the last bid price for board lots of shares of the Corporation on such Exchange on Such Business Day.

2.6 "Proceeds of Sale" shall mean the net proceeds of sale after payment of applicable commissions and brokers' fees and exigible security transfer taxes in connection therewith.

2.7 "Share" or "shares" shall mean, as the case may be, one or more common shares in the outstanding capital of the Corporation as constituted at the date hereof.

2.8 "Trust" shall mean the "_____ Stock Purchase Plan Trust" as embodied in the trust agreement annexed hereto as Schedule A, as from time to time amended.

2.9 "Trustee" shall mean _____ Trust Company or its successors.