SHARE PURCHASE AGREEMENT

This Agreement is made as of the _____day of _____, 20_____.

BETWEEN:

_____
_____
_____(the "seller")

AND:

_____
_____
_____(the "buyer")

WHEREAS:

A. The Seller is the registered and beneficial owner of _____of the issued and outstanding shares in the capital stock of _____, a _____company incorporated under no. _____(the "company");

B. The authorized and issued capital of the company is as set out in schedule "B" attached hereto;

C. The Seller has agreed to sell and the Buyer has agreed to purchase from the seller _____ of the issued shares of the company in the aggregate representing_____% of the issued shares of the company (the "shares") on the terms and conditions as are hereinafter set forth.

NOW THEREFORE, this agreement witnesses that in consideration of the premises, covenants and agreements hereinafter set forth, the parties hereto covenant, agree, represent and promise as follows:

1. INTERPRETATION

1.1 DEFINITIONS - Wherever any of the following expressions are used in this agreement they shall have the following meanings:

(A) "Assets" means all properties, assets and undertaking of the company, including without limitation;

(i) The Real Property set out in Schedule A-1

(ii) The Leasehold Property set out in Schedule A-2

(iii) The leasehold Improvements set out in Schedule A-3

(iv) The Accounts Receivable set out in Schedule A-4

(v) The Intangible Property set out in Schedule A-5

(vi) The equipment and Fixtures set out in Schedule A-6

(vii) The Leased Equipment set out in Shcedule A-7

(viii) The inventory of goods set out in schedule A-8

(ix) The goodwill and business name

irrespective of whether such properties and assets are located on the premises.

(B) "Assumed liabilities" means:

(i) the amount of the current liabilities of the company incurred in respect of periods prior to the effective date and specified at the closing date by the company, in writing, setting forth the name and address of each creditor and the amount owed by the company; and

(ii) the balances owing to the effective date under the mortgages, conditional sales contracts and other instruments of indebtedness described in schedule A-9 and schedule A-10;

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the buyer's offer made hereby shall be open for the seller's written acceptance only on or before the hour of_____. on the _____ day of _____, 20_____.

dated this _____day of _____, 20_____.

IN WITNESS WHEREOF the parties hereto have hereunto duly executed this agreement.

SIGNED, SEALED & DELIVERED BY _____)
IN THE PRESENCE OF:

_____)
WITNESS

_____
_____)
NAME

_____)
ADDRESS

SIGNED, SEALED & DELIVERED BY _____)
IN THE PRESENCE OF:

_____)
WITNESS

_____
_____)
NAME

_____)
ADDRESS

THE CORPORATE SEAL OF _____)
WAS HEREUNTO AFFIXED IN THE PRESENCE OF:

_____)
AUTHORIZED SIGNATORY

_____SEAL_____
_____)
AUTHORIZED SIGNATORY

THE CORPORATE SEAL OF _____)
WAS HEREUNTO AFFIXED IN THE PRESENCE OF:

_____)
AUTHORIZED SIGNATORY

_____SEAL_____
_____)
AUTHORIZED SIGNATORY

THE ABOVE OFFER WAS ACCEPTED BY THE SELLER AT THE HOUR OF _____

ON THE _____day of _____, 20_____.

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SCHEDULES TO BE ATTACHED TO SHARE PURCHASE AGREEMENT

Schedule A-1 - real property
Schedule A-2 - leasehold property
Schedule A-3 - leasehold improvements
Schedule A-4 - accounts receivable
Schedule A-5 - trademarks, copyrights and permits
Schedule A-6 - equipment and fixtures
Schedule A-7 - leased equipment
Schedule A-8 - inventory of goods
Schedule A-9 - mortgages
Schedule A-10 - other secured indebtedness
Schedule A-11 - accounts payable

Schedule B - authorized and issued share capital of company
Schedule C - financial statements - attached at time of sale
Schedule D - material contracts - attached at time of sale
Schedule E - employment contracts - attached at time of sale
Schedule F - benefits and pension plans - attached at time of sale
Schedule G - names & titles of directors & officers of the company and list of all employees of the company and their positions
Schedule H - bank accounts - attached a time of sale
Schedule I - insurance - attached at time of sale
Schedule J - part a: present directors & officers of the company
part b: new directors & officers of the company
Schedule K - new share certificates - attached at time of sale
Schedule L - prepaid expenses
Schedule M - resolutions consented to in writing by all the directors of the company
Schedule N - amendment to share purchase agreement
Schedule O - purchaser's agreement to assume liabilities
Schedule P - corporate resolution

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