

**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

SELLER'S INITIALS _____