

**OFFER TO PURCHASE SHARES**

**FROM:** .....  
.....  
.....  
(hereinafter referred to as the "Offeror")

**O1** **TO:** .....  
.....  
.....  
(hereinafter referred to as the "Seller")  
(the Offeror and the Seller hereinafter collectively referred to as the "Parties")

**PREAMBLE**

WHEREAS the Seller holds ..... (.....) shares of Class "....." of the capital stock issued by ..... ( hereinafter referred to as the "Company");

WHEREAS the Offeror wishes to purchase from the Seller ..... (.....) shares of Class "....." in accordance with the terms and conditions set forth hereinbelow;

WHEREAS the Offeror wishes to confirm his offer in writing;

WHEREAS the Offeror is duly authorized and has the capacity to make this Offer;

**NOW THEREFORE, THE OFFEROR DECLARES AS FOLLOWS:**

**1.00 PREAMBLE**

The preamble hereto shall form an integral part hereof.

**O2 2.00 OBJECT**

Subject to the express condition that the Offeror observes, respects and conforms with all clauses, conditions and stipulations of this Offer to Purchase, the Offeror offers to buy from the Seller ..... (.....) shares of Class "....." from the capital stock issued by the Company at the price indicated hereinafter.

**3.00 CONSIDERATION**

**O3 3.01 Purchase Price**

The total purchase price shall be ..... dollars (\$.....).

**O4 3.02 Terms and Conditions of Payment**

The above-mentioned purchase price shall be payable as follows:

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a) **Initial Deposit**

The Offeror shall remit to the Seller, together with this Offer to Purchase, a cheque payable to the Seller in the amount of ..... dollars (\$.....), as initial deposit and partial payment of the purchase price.

b) **Cash Payment**

At the time of signing the Sale Agreement, the Offeror shall pay the sum of ..... dollars (\$.....) by certified cheque payable to the Seller.

**4.00 SPECIAL PROVISIONS**

**4.01 Representations and Guarantees of the Seller**

In accepting this Offer to Purchase, the Seller represents and guarantees the following to the Offeror. Moreover, the Seller acknowledges that each and every one of the said representations and guarantees are conditions without which the Offeror would not contract. Also, the said representations and guarantees shall be veracious at the time of signing the Sale Agreement.

a) **Capital Stock**

The authorized capital stock of the Company is constituted by an unlimited number of shares of Class “.....”, “.....”, “.....”, ..... . Only ..... (.....) shares of Class “.....” and ..... (.....) shares of Class “.....” have been issued and are presently in circulation; they have no nominal value, and have been duly subscribed and paid for, and are not subject to a call for payment.

b) **Shares Ownership**

The shares concerned by this Offer to Purchase belong to the Seller, and his title to ownership is absolute. The shares are free and clear of any mortgages, charges or other liens in favor of third parties, and the Seller has full power and authority to dispose of them.

c) **Options and Subscriptions**

No option or agreement relating to additional shares issue, for any consideration whatsoever, can oblige the Company to issue additional shares.

d) **Books and Statements of the Company**

The books of the Company (including accounting books) are kept up-to-date and in accordance with various laws. Moreover, all required statements have been prepared and transmitted to the proper authorities.

e) **Peaceful Possession**

The Company is the peaceful holder of all assets in its custody by virtue of leases, which are all effective and not in default.

f) **Operating Permits**

The Company is the legal holder of all trade marks, licenses, permits, franchises and all other privileges required for the normal conduct of its business.

g) **Commitments**

The Company is not a party to any contracts or agreements with third parties, Directors, Officers or employees of the Company (including those entered into in the course of the Company’s business) which cannot be canceled without prior notice, and which have not been disclosed to the Offeror.

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