

FORM 5D

ESCROW AGREEMENT

(Select: **VALUE SECURITY/ SURPLUS SECURITY**)

THIS AGREEMENT is made as of the _____ day of _____

AMONG:

(the "Issuer")

AND:

(the "Escrow Agent")

AND:

EACH OF THE UNDERSIGNED SECURITYHOLDERS OF THE ISSUER
(a "Securityholder" or "you")

(collectively, the "Parties")

This Agreement is being entered into by the Parties under Exchange Policy 5.4 - *Escrow, Vendor Consideration and Reverse Restrictions (the Policy)* in connection with a [Reverse Takeover, Change of Business, Qualifying Transaction, or other transaction (please describe)]. The Issuer is a [Tier 1/Tier 2 Issuer] as described in Policy 2.1 - *Initial Listing Requirements*.

For good and valuable consideration, the Parties agree as follows:

PART 1 ESCROW

1.1 Appointment of Escrow Agent

The Issuer and the Securityholders appoint the Escrow Agent to act as escrow agent under this Agreement. The Escrow Agent accepts the appointment.

1.2 Deposit of Escrow Securities in Escrow

- (1) You are depositing the securities (escrow securities) listed opposite your name in Schedule "A" with the Escrow Agent to be held in escrow under this Agreement. You will immediately deliver or cause to be delivered to the Escrow Agent any share certificates or other evidence of these securities which you have or which you may later receive.

Tsx Venture Finance Manual

AW Rasmussen



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