



Unanimous Shareholder Agreement – 2 Shareholders – (Quebec)

IDENTIFICATION OF THE PARTIES

- PREAMBLE
- INTERNAL CONTROL AND ADMINISTRATION
 - Exercising the Right to Vote
 - Bank Transactions
 - Books
 - Restricting the Powers of the Directors
 - Unanimous Agreement
 - Share Certificates
- SHAREHOLDERS MUTUAL RIGHTS AND OBLIGATIONS
 - Pre-Emptive Rights
 - Personal and Financial Contributions
 - Life Insurance Policies
 - Joint Liability
 - Restrictions Concerning the Transfer of Shares
- SALE DURING THE LIFETIME
 - Notice of Sale
 - Option to Purchase
 - Reply
 - Refusal
 - Terms and Conditions of Payment
 - Essential Conditions
 - Resignation
 - Bankruptcy
 - Purchase by the Corporation
- SALE AFTER DEATH
 - Terms and Conditions of Payment
 - Essential Conditions
 - Heirs
 - Suicide
 - Purchase by the Corporation
 - Other Situations
- GENERAL PROVISIONS
 - "Force Majeure"
 - Severability
 - Notices
 - Headings



- Schedules
 - No Waiver
 - Cumulative Rights
 - Entire Agreement
 - Amendments
 - Number and Gender
 - Calculating Time Periods
 - Currency
 - Governing Law
 - Election of Domicile
 - Counterparts
 - Successors
 - Joint and Several Liability
 - Elapsed Time
 - Language
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- EFFECTIVE DATE
 - TERM
 - TERMINATION
 - ACKNOWLEDGMENT BY THE PARTIES
 - SIGNATURE OF THE PARTIES
 - INTERVENTION OF THE CORPORATION