

## 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 Resale 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 Corporate Finance Manual

**Zhe Xu**



## **Tsx Venture Corporate Finance Manual:**

**Getting and Staying Listed in Canada** Timothy Sean Baikie, 2003      **Open Pit Mine Planning and Design, Two Volume Set & CD-ROM Pack** William A. Hustrulid, Mark Kuchta, Randall K. Martin, 2013-07-31 Building on the success of its 2006 predecessor this 3rd edition of Open Pit Mine Planning and Design has been both updated and extended ensuring that it remains the most complete and authoritative account of modern open pit mining available Five new chapters on unit operations have been added the revenues and costs chapter has been substantial      **APEC Economic Policy Report** , 2010

*Alberta Securities Act and Regulation 2005* Macleod Dixon Staff, 2005      *Rocky Mountain Mineral Law Institute* Rocky Mountain Mineral Law Institute, 2005      *Moody's Bank and Finance Manual* , 1993      **Mergent International Manual**

, 2009      **Mergent Industrial Manual** , 2003      **LexisNexis Corporate Affiliations** , 2008      Business Software Directory , 1986      **Tsx Venture Exchange** Source Wikipedia, 2013-09 Please note that the content of this book primarily

consists of articles available from Wikipedia or other free sources online Pages 35 Chapters List of companies listed on the TSX Venture Exchange TSX Venture 50 Excerpt This is a list of companies listed on the TSX Venture Exchange The TSX Venture 50 is a yearly ranking done by the TMX Group of 50 upcoming companies on the TSX Venture Exchange The 2011 list was chosen by assigning equal weighting assigned to share price appreciation trading volume market capitalization growth and analyst coverage Released February 15 2012 The TSX Venture Exchange is a stock exchange in Canada It is headquartered in Calgary Alberta and has offices in Toronto Vancouver and Montreal All trading through the Exchange is done electronically so the Exchange does not have a trading floor It was previously known as the Canadian Venture Exchange CDNX but in 2001 the TSX Group now known as the TMX Group purchased it and renamed it The TMX Group also owns the Toronto Stock Exchange TSX The Toronto Stock Exchange is the senior equity market while the TSX Venture Exchange is a public venture capital marketplace for emerging companies As of November 2010 the TSX Venture Exchange had 2 364 listed companies with a combined market capitalization of 60 811 203 235 The Canadian Venture Exchange was created in Canada on November 29 1999 as a result of an agreement among the Vancouver Alberta Toronto and Montreal exchanges to restructure the Canadian capital markets along the lines of market specialization The CDNX was created by the merger of the Vancouver Stock Exchange VSE and the Alberta Stock Exchange ASE The focus of the CDNX was junior companies i e those whose assets business and market capitalization were too small to be listed on the Toronto Stock Exchange TSX Often these were resource exploration companies but also came to include new high technology ventures The exchange had its

**Global Venture Capital Transactions** Beat Brechbühl, Robert J. Woode, 2004-01-01 The venture capital and private equity industries are among the most characteristic and visible segments of today's global economy As we approach the midpoint of the first decade of the 21st century these industries have clearly matured and left behind the much publicized excesses of the 1990s It is now incumbent upon practitioners to thoroughly understand the legal structure of venture capital

transactions not only in their own country but also due to the typically cross border nature of such transactions in numerous jurisdictions worldwide This very useful book has been prepared under the auspices of the International Association of Young Lawyers AIJA following a working session held in Edinburgh in August 2003 It provides practitioners with the first overview of the legal requirements attached to venture capital transactions in a variety of jurisdictions encompassing both developed and developing nations An introductory chapter presents a global view addressing venture capital issues that tend to arise under any legal circumstances Then for each of twelve countries an experienced practitioner in the venture capital field offers detailed discussions of his or her country s legal system as it pertains to the protection of investors rights and company s investments regulatory issues and enforcement Specific topics discussed where applicable for each country include documentation due diligence valuation standards representations and warranties intellectual property compensation of key personnel disclosure exit strategy corporate governance roles tax issues securities law requirements restrictions on foreign direct investment and availability of court orders Global Venture Capital Transactions goes a long way to fulfilling the need of practitioners and entrepreneurs to structure cross border venture capital transactions that are not only initially successful but enjoy continued profitability with the strength to overcome inevitable obstacles It will be warmly welcomed by the venture capital and private equity community throughout the world     Venture Capital and Buyouts Brian Coyle,2000 First Published in 1998 Routledge is an imprint of Taylor Francis an informa company     Practical Introduction to Corporate Finance: Venture capital Gary Sharp,1994     *Practical introductions to corporate finance. [6]. Venture capital* [Anonymus AC00383975],1990     Venture Capital and Private Equity Contracting: An International Perspective Douglas J. Cumming,Sofia A. Johan,Tilec/AFM Senior Research Fellow Sofia A Johan,2017-11-13 Other books present corporate finance approaches to the venture capital and private equity industry but many key decisions require an understanding of the ways that law and economics work together This revised and updated 2e offers broad perspectives and principles not found in other course books enabling readers to deduce the economic implications of specific contract terms This approach avoids the common pitfalls of implying that contractual terms apply equally to firms in any industry anywhere in the world In the 2e datasets from over 40 countries are used to analyze and consider limited partnership contracts compensation agreements and differences in the structure of limited partnership venture capital funds corporate venture capital funds and government venture capital funds There is also an in depth study of contracts between different types of venture capital funds and entrepreneurial firms including security design and detailed cash flow control and veto rights The implications of such contracts for value added effort and for performance are examined with reference to data from an international perspective With seven new or completely revised chapters covering a range of topics from Fund Size and Diseconomies of Scale to Fundraising and Regulation this new edition will be essential for financial and legal students and researchers considering international venture capital and private equity An analysis of the structure and governance features of venture capital

contracts  
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## Whispering the Strategies of Language: An Emotional Quest through **Tsx Venture Corporate Finance Manual**

In a digitally-driven world where displays reign supreme and quick communication drowns out the subtleties of language, the profound techniques and mental subtleties concealed within phrases often get unheard. Yet, situated within the pages of **Tsx Venture Corporate Finance Manual** a captivating literary prize blinking with organic feelings, lies an exceptional quest waiting to be undertaken. Written by a talented wordsmith, that enchanting opus attracts readers on an introspective journey, delicately unraveling the veiled truths and profound affect resonating within the material of each and every word. Within the psychological depths of the poignant evaluation, we can embark upon a genuine exploration of the book's primary subjects, dissect their captivating writing fashion, and succumb to the powerful resonance it evokes heavy within the recesses of readers' hearts.

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