

Confidentiality:

The undersigned prospective purchaser(s) ("Buyer") hereby requests confidential information, currently and from this time forward, on businesses represented by Portage M&A Advisory Inc. ("Portage M&A Advisory") for the sole purpose of considering a purchase of such businesses. Buyer hereby acknowledges that Portage M&A Advisory first provided such information to the Buyer. In consideration of Portage M&A Advisory having provided such information, the Buyer hereby agrees:

1. Not to use such information for any other purpose nor divulge such information to others, except to those of its employees and advisors who need to know such information for the said purpose and the Buyer warrants that such employees and advisors are obligated to and will maintain such information in confidence and such obligations shall survive the termination of the Buyer's interest in the business opportunity; and
2. To conduct ALL further inquiries into the business opportunities presented exclusively through the offices of Portage M&A Advisory. Initial: _____

Agency Disclosure:

The Buyer acknowledges that Portage M&A Advisory represents the interests of the Seller and the Buyer, and there has been, and is dual agency. All fees due Portage M&A Advisory are, and will be, the responsibility of the Seller. Portage M&A Advisory, as an agent to the Seller, acts under a engagement agreement with the Seller and has affirmative obligations to both Buyer and Seller including the fiduciary duties of loyalty, obedience, disclosure, confidentiality, reasonable care and diligence, and accounting in dealing with the Seller. In addition, Portage M&A Advisory has affirmative obligations to the Buyer and Seller of honest dealing and disclosure. Initial: _____

Counsel Disclosure:

Buyers are advised to seek counsel from an attorney, accountant and any other parties necessary to make an informed decision regarding the purchase of any business bought or sold through Portage M&A Advisory. Initial: _____

Information Disclosure:

The Buyer acknowledges that all information and material on each business opportunity provided by Portage M&A Advisory has been provided to Portage M&A Advisory by the seller of the business for confidential use by the Buyer for the sole purpose of evaluating a business opportunity as a potential Buyer. It is understood that money damages may not be a sufficient remedy for any breach of the Buyer's obligation regarding confidentiality and it is hereby agreed that Portage M&A Advisory and the owners of the businesses will be entitled to specific performance and injunctive relief in addition to all other remedies available at law or equity as further remedies for any such breach. The seller believes that information to be true and accurate; however, accuracy is not guaranteed and all information should not be considered complete. While statements may be presented concerning a matter of opinion, whether or not so identified, these are only statements of opinion. Portage M&A Advisory makes no representations or warranties, expressed or implied, regarding the information provided to Buyer. Initial: _____

Risk Disclosure:

Business opportunities by their very nature carry risk including obsolescence or reduced demand for service or product, regulatory laws, ineffective management, changes in the local or national economic condition, and many others. Due to the risks inherent in business opportunities, a buyer could incur a loss, including but not limited to their entire investment. Buyer acknowledges that they understand these risks and that Portage M&A Advisory cannot and does not in any way warrant or guaranty the future vitality or prospects of any business. Initial: _____

By signing below the Buyer(s) acknowledge that they have read and understood the disclosures stated above.

RECEIPT OF A COPY AND ACCEPTANCE OF THE TERMS OF THIS ACKNOWLEDGEMENT AND AGREEMENT IS HEREBY ACKNOWLEDGED AND CONFIRMED.

Date: _____ Prospective Buyer: _____

Date: _____ Prospective Buyer: _____

Date: _____ Authorized Portage Advisor: _____

Exhibit A Understanding Dual Agency

THE AGENCY RELATIONSHIP

Advisors work within a legal relationship called agency. The agency relationship exists between you, the principal, and your Advisor, the company under which the individual advisor who is representing you is working with/for.

The essence of the agency relationship is that the Advisor has the authority to represent the principal, in dealings with others. Advisors and their Company are legally obligated to protect and promote the interests of their principals as they would their own.

Specifically, the Advisor has the following duties:

1. Protect the principal's negotiating position at all times and disclose all known facts which may affect or influence the principal's decision.
2. Advisor has an obligation to the principal to:
 - a. Perform all assigned duties;
 - b. Undivided loyalty;
 - c. Protect principal;
 - d. Obey all lawful instructions given by the principal;
 - e. Maintain confidentiality;
 - f. Exercise reasonable care and skill in all dealings; and
 - g. Account for all money and property placed in an Advisor's hands while acting for the principal.

You, the client, can expect competent service from your Advisor, knowing that the company is bound by ethics governed by the International Business Brokers Association, the Better Business Bureau, the National Equipment and Business Brokers Institute Code of Ethics, the Portage M&A Advisory Code of Ethics and the law, to be honest and thorough in representing a business entrusted for sale. Both buyer and seller can be represented by their own Advisor in a single transaction or where both the buyer and the seller are represented by a single Advisor and or Company. This is called a Dual Agency Relationship.

UNDERSTANDING DUAL AGENCY

In a dual agency relationship, both parties consent, in writing, to this agency relationship.

This relationship involves the following obligations:

1. The Advisor will deal with the buyer and the seller.
2. The Advisor will have fiduciary duties to both the buyer and the seller.

The Advisor will have a duty of disclosure

1. the Advisor may disclose that the buyer is willing to pay a price or agree to terms other than those contained in the offer, or that the seller may be willing to accept a price or terms other than those published or contained in a counter offer;
2. the Advisor may disclose the motivation of the buyer to buy or the seller to sell;
3. the Advisor may disclose personal information about the Buyer or Seller to the other.
4. the Advisor may disclose to the buyer defects about the physical condition of the business or property known to the Advisor.

In summary, Dual Agency occurs when an Advisor is representing both the buyer and the seller in the same transaction. The Advisor has promised a duty of confidentiality, loyalty and full disclosure to both parties simultaneously.

Initial: _____

Date: _____

Buyer's Name: _____

Date of Birth: _____

Contact Information

Address: _____

City: _____ Province: _____ Postal Code: _____

Phone: _____ Cell Phone _____ Email: _____

Interest Information

How did you hear about us? _____

- The reason I am interested in buying a business:**
- | | |
|---|--|
| <input type="checkbox"/> Investment | <input type="checkbox"/> Selling my business |
| <input type="checkbox"/> Work/Own a business | <input type="checkbox"/> Laid off |
| <input type="checkbox"/> Increase my Income | <input type="checkbox"/> My life's dream |
| <input type="checkbox"/> Expand my current business | <input type="checkbox"/> Received some cash |
| <input type="checkbox"/> Sold my business | <input type="checkbox"/> Other: _____ |

- Opportunities Desired:**
- Cash Business
 - Re-locatable
 - Turnaround/Distressed
 - Under Capitalized
 - Under Promoted

- Purchase Timeframe:**
- Immediate
 - 6 Months
 - 12 Months

- Management type:**
- Full Time
 - Part time
 - Absentee

Motivation for buying a business

Have you ever:

Owned a business before? Yes / No

If Yes, When? What type? _____

Desired Location: _____

Available Skill Set:

- | | | |
|---|--|--|
| <input type="checkbox"/> Accounting/Finance | <input type="checkbox"/> IT | <input type="checkbox"/> Retail Sales |
| <input type="checkbox"/> Coaching | <input type="checkbox"/> Management | <input type="checkbox"/> Sales Management |
| <input type="checkbox"/> Construction | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Sales Prospecting |
| <input type="checkbox"/> Engineering/Technical | <input type="checkbox"/> Marketing | <input type="checkbox"/> Training |
| <input type="checkbox"/> Hospitality Management | <input type="checkbox"/> Operations/Production | <input type="checkbox"/> Other_____ |
| <input type="checkbox"/> Human Resources | <input type="checkbox"/> Process Development | |

Language(s) Spoken: _____

Declared personal bankruptcy? Yes / No

If Yes, When? Explain _____

Had a Judgment against you? Yes / No

If Yes, When Explain _____

- How long have you been *seriously* looking for a business?**
- | | |
|-----------------------------------|--|
| <input type="checkbox"/> 1 Months | <input type="checkbox"/> 6 Months |
| <input type="checkbox"/> 3 Months | <input type="checkbox"/> Over 6 Months |

- Who else will be involved in making the decision?**
- | | |
|-----------------------------------|--------------------------------------|
| <input type="checkbox"/> Friend | <input type="checkbox"/> Spouse |
| <input type="checkbox"/> Partner | <input type="checkbox"/> Children |
| <input type="checkbox"/> Relative | <input type="checkbox"/> Other:_____ |

- Who will help you run the business?**
- | | |
|-----------------------------------|--------------------------------------|
| <input type="checkbox"/> Partner | <input type="checkbox"/> Children |
| <input type="checkbox"/> Friend | <input type="checkbox"/> Other:_____ |
| <input type="checkbox"/> Relative | |

Finance/Occupation:

Present or Last Occupation: _____

Job Title / Function: _____

Amount to invest? (Downpayment) _____

Source of Funds: _____

Annual Income from business required: _____

When will these funds be available?

- | | |
|-----------------------------------|---------------------------------------|
| <input type="checkbox"/> Now | <input type="checkbox"/> 6 Months |
| <input type="checkbox"/> 1 Months | <input type="checkbox"/> 12 Months |
| <input type="checkbox"/> 3 Months | <input type="checkbox"/> Other: _____ |

How will you finance your total investment?

- | | |
|------------------------------------|---|
| <input type="checkbox"/> Bank Loan | <input type="checkbox"/> Partner |
| <input type="checkbox"/> Cash | <input type="checkbox"/> Friends |
| <input type="checkbox"/> CSBL Loan | <input type="checkbox"/> Private Investor |
| <input type="checkbox"/> Family | <input type="checkbox"/> Other: _____ |