

**RESOLUTIONS OF THE DIRECTORS OF
«CORPORATION»
(the "Corporation")**

WARRANT INDENTURE

BE IT RESOLVED THAT:

1. The warrant indenture (the "Warrant Indenture") to be entered into between the Corporation and _____ (the "Trustee"), substantially in the form and on the terms of the draft Warrant Indenture attached to this resolution, providing for the creation and issuance of warrants to purchase _____ Class "A" Common Shares in the capital of the Corporation (the "Warrants"), is hereby approved, and the execution and delivery of the Warrant Indenture for and on behalf and under the seal of the Corporation by any one officer of the Corporation is hereby authorized and approved, such execution and delivery to be conclusive evidence that the Warrant Indenture so executed and delivered is the Warrant Indenture authorized by this resolution.

2. The Corporation hereby create upon and subject to the terms of the Warrant Indenture, the Warrants referred to therein, each such Warrant initially entitling the holder thereof to obtain upon the exercise thereof, one Class "A" Common Share in the capital of the Corporation during the term of such Warrants in accordance with the Warrant Indenture and subject to the provisions relating to the time of exercise contained therein, the number of such shares to be issued on exercise to be subject to adjustment all as provided in the Warrant Indenture.

THIS IS A 2-PAGE RESOLUTION.