

**RESOLUTIONS OF THE DIRECTORS OF  
[NAME OF CORPORATION]  
(the "Corporation")**

**TRANSFER OF SHARES**

BE IT RESOLVED THAT the sale and transfer of shares by \_\_\_\_\_ [*insert name of current shareholder*] to \_\_\_\_\_ [*insert name of transferee*] be and is hereby approved and that the Secretary of the Corporation be and is hereby instructed to cancel share certificate No. \_\_\_\_\_ and issue a new share certificate in the name of \_\_\_\_\_ [*insert name of transferee*] # \_\_\_\_\_ '\_\_\_\_\_' Shares in the capital of the Corporation.

DATED the \_\_\_\_\_ day of \_\_\_\_\_

THE undersigned, being all of the directors of the Corporation, hereby adopt the foregoing resolutions, pursuant to the provisions of the \_\_\_\_\_ [*insert name of province or, if federal, Canada*] Business Corporations Act.

\_\_\_\_\_  
[Name of Director]

\_\_\_\_\_  
[Name of Director]

*[If there is only one director, use the following.]*

THE undersigned, being the sole director of the Corporation, hereby adopts the foregoing resolutions, pursuant to the provisions of the \_\_\_\_\_ [*insert name of province or, if federal, Canada*] Business Corporations Act.

\_\_\_\_\_  
[Name of Director]