

RESOLUTION OF THE VOTING SHAREHOLDERS OF

[NAME OF CORPORATION]

EMPLOYEE STOCK OPTION PLAN

RESOLVED THAT:

1. The Employee Stock Option Plan dated *[insert date of ESOP]*, presented to the Shareholders of the Corporation, be and the same is hereby approved; and
2. The Directors of the Corporation are hereby authorized and directed for and on behalf of the Shareholders to execute all such documents and to take such actions as, in their opinion, may be necessary or advisable to execute the Plan document and notify the employees of the Corporation of the Plan's creation.

Pursuant to the provisions of the *Business Corporations Act*, R.S.O. 1990, c. B16, including sub-section 104(1) thereof, the foregoing resolutions are hereby executed by all the voting shareholders of the Corporation.