

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

WHEREAS:

- A. The Directors have determined that the Corporation's operations require additional capital in order for the Corporation to meet its obligations and in order for the Corporation to continue in its business and to pursue opportunities available to the Corporation;
- B. Because of the Corporation's current financial status and the uncertainty that may exist in respect of the Corporation's Shareholders, the Corporation is unable to obtain conventional financing and the Directors have determined that a form of cash call upon the Shareholders is in the best interests of the Corporation;
- C. _____ have a beneficial interest in the Corporation and have issued shares of the Corporation to the existing Shareholders of the Corporation and by virtue of being Shareholders of the Corporation and officers of Shareholders of the Corporation have disclosed their respective interest in these proceedings to the Corporation and the Board of Directors.

NOW THEREFORE BE IT RESOLVED:

1. The Corporation is authorized to issue shares of the Corporation at such price and on such terms as the President of the Corporation may determine pursuant to that offering prospectus by the Shareholders of the Corporation as attached hereto and marked as Schedule C.
2. The President of the Corporation be and is hereby authorized to sign and execute such documents and certificates as may be necessary or desirable on behalf of the Corporation to issue shares for cash or payment of indebtedness as the President may deem appropriate for the Corporation and the President's signature on any such document, certificate or otherwise shall be deemed to be conclusive proof of the Corporation's acceptance and adoption of the same as a true and binding document and obligation of the Corporation, and the President be and is hereby authorized to execute such deeds, documents and certificates as may be necessary in order to give effect to these resolutions.

DATED at _____ this ____ day of _____, _____.

The undersigned being all of the directors of the Corporation, hereby adopt the foregoing resolutions pursuant to the provisions of the Business Corporations Act (_____).

Signature of Director

Signature of Director

Signature of Director

Signature of Director

