

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

BE IT RESOLVED THAT:

1. The _____ Trust Company be appointed as Registrar and Transfer Agent of the Common Shares;
2. The Registrar and Transfer Agent shall keep the register of the holders of Common Shares and the register of transfers at its office in _____;
3. The Underwriting Agreement between _____ and the Corporation, annexed hereto as Exhibit "E", be and it is hereby approved, and the President and the Vice-President be and they are hereby authorized as representatives of the Corporation to execute the Underwriting Agreement on behalf of the Corporation, and to deliver the Underwriting Agreement as so executed, such execution and delivery to constitute evidence of this and their approval of all of the terms and conditions specified therein;
4. The Directors be and they are hereby authorized to allot _____ Common Shares of the Corporation (the "Firm Shares") to _____ in accordance with the Underwriting Agreement;
5. The Directors be and they are hereby authorized to allot _____ additional Common Shares of the Corporation (the "Additional Shares") to _____ for the purpose of covering overallocments in accordance with the Underwriting Agreement, and that the sum of _____ per share be and it is hereby fixed as the consideration for the allotment and issue of each of the _____ Firm Shares and each of the _____ Additional Shares;

THIS IS A 2-PAGE FORM.