

**RESOLUTION IN WRITING OF THE
SHAREHOLDERS OF
«CORPORATION»
(the "Corporation")**

BE IT RESOLVED THAT:

1. The draft preliminary prospectus (the "Prospectus") of the Corporation, annexed hereto as Exhibit " _____", relating to the proposed offering of Common Shares of the Corporation (the "Common Shares") be and the same is hereby approved, and the President and Vice-President be and each of them is hereby authorized to execute the Prospectus and any and all additions and amendments thereto as they may approve, such approval to be conclusively evidenced by their signatures thereon, and any two directors of the Corporation, other than the director holding the office of President and the director holding the office of Vice-President, are hereby authorized to sign the Prospectus on behalf of the Board of Directors;
2. The officers of the Corporation be and are hereby authorized to take any and all further action necessary or appropriate in connection with the Prospectus, including, without limitation, executing on behalf of the Corporation and filing the Prospectus and such amendments or supplements thereto and other exhibits, documents and instruments as such officers and counsel for the Corporation may deem necessary or desirable, in order that the Prospectus may become and remain effective in _____;
3. The Corporation shall bear all of the direct fees, costs and expenses incurred in connection with the preparation and filing of the Prospectus and all exhibits and amendments thereto and the offering and sale of the Common Shares covered thereby, including without limitation, the fees and expenses of accountants and counsel and the costs of printing and engraving;

THIS IS A 2-PAGE FORM.