

**RESOLUTIONS OF THE DIRECTORS OF
[NAME OF CORPORATION]**

(the "Corporation")

CONVERSION OF CLASS "___" SHARES

WHEREAS:

- A. SHAREHOLDER is the holder of _____ (___) Class ___ Common Shares in the capital of the Corporation;

- B. Pursuant to the Articles of the Corporation, the above-named Shareholder is entitled to convert his Class ___ Common Shares to Class ___ Common Shares on the basis of One (1) Class ___ Common Share for each _____ (___) Class ___ Common Shares;

- D. The above-named shareholder has notified the Corporation in writing of his intention to convert such Class ___ Common Shares;

BE IT RESOLVED THAT:

- 1. The Secretary shall and is hereby instructed to cancel the following share certificates representing Class ___ Common Shares:

Name & Address of Shareholder	Number & Class of Shares	Certificate No.

THIS IS A 2-PAGE FORM.