

(THIS IS A WRITTEN RESOLUTION OF ALL OF THE SHAREHOLDERS IN LIEU OF HOLDING A MEETING TO VOTE ON THE MATTER)

SPECIAL RESOLUTION OF SHAREHOLDERS PURSUANT TO SECTION _____ (insert section number that applies) OF THE BUSINESS CORPORATIONS ACT

WRITTEN RESOLUTION OF ALL OF THE SHAREHOLDERS OF _____ (insert legal name of corporation) (the "Corporation")

DATED THE ___ day of _____, _____

BE IT RESOLVED THAT:

1. The Corporation be liquidated and dissolved voluntarily pursuant to Section _____ (insert section number that applies) of the Business Corporations Act of _____ (insert province or territory)
2. The Directors are hereby authorized to do the following:
 - (a) to sell or otherwise dispose of the real and personal property of the Corporation by public or private sale and such other transactions on such terms as they may see fit;
 - (b) to distribute the property and assets of the Corporation in kind, specie or otherwise as the Directors may deem fit;
 - (c) to complete the distribution of any property and assets of the Corporation for such period of time as the Directors may see fit with a view to selling or otherwise disposing of the same, such period, however, not to exceed one (1) year from the date hereof, unless extended by the Corporation in a general meeting.

The undersigned being all of the shareholders of the Corporation, hereby adopt the foregoing resolutions pursuant to the provisions of the Act.

[insert name of shareholder]

[insert name of shareholder]

[insert name of shareholder]

[insert name of shareholder]

[provide enough signature lines for all shareholders]