

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

**APPROVAL OF THE INFORMATION CIRCULAR PROXY AND NOTICE OF MEETING**

**BE IT RESOLVED THAT:**

1. The draft Information Circular of the Corporation and the draft forms of Proxy Solicitation and Notice of Meeting, copies of which are attached as Schedule "A", are approved, and the sending of such material to the shareholders of the Corporation and to any other person to whom such material is required to be sent by the Corporation is approved, subject to any variations or amendments as may be approved by the President of the Corporation in his sole discretion.
2. The \_\_\_\_\_ and any two other directors are authorized to sign the Information Circular.
3. The date of the annual and special shareholders' meeting is fixed at \_\_\_\_\_ at the hour of \_\_\_\_\_ a.m. (local time).
4. The date for the special meeting is fixed at \_\_\_\_\_.

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