

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

**PRELIMINARY PROSPECTUS**

**BE IT RESOLVED THAT:**

1. The offering of Common Shares of the Corporation on a public offering basis, pursuant to the terms of the Preliminary Prospectus, a copy of which is attached to these resolutions as Schedule "A", is approved.
2. The inclusion of the audited financial statements of the Corporation for the period ending \_\_\_\_\_ in the Preliminary Prospectus is approved and any two directors are authorized to sign the balance sheet on behalf of the board of directors.
3. \_\_\_\_\_, as \_\_\_\_\_ of the Corporation is authorized to sign the Preliminary Prospectus, and two directors \_\_\_\_\_ of the Corporation are authorized to sign the Preliminary Prospectus on behalf of the board of directors.
4. The President of the Corporation is authorized to execute the Agency Agreement between \_\_\_\_\_ and the Corporation on behalf of the Corporation.
5. The President of the Corporation is authorized to do such acts and to execute and deliver all such documents on behalf of the Corporation that may be necessary for the purpose of giving effect to the public offering of Common Shares, including filing the Preliminary Prospectus with the \_\_\_\_\_ Securities Commission.

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