

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

WHEREAS:

- A. The Corporation proposes to enter into an agreement _____ (details of same);
- B. _____, a director of the Corporation, has disclosed to the Corporation that he/she has a material interest in the transaction;

BE IT RESOLVED THAT:

- 1. The transaction be and it is hereby confirmed and approved _____ as name and _____ of the Corporation at the time it was approved.
- 2. The nature and extent of the director's interest in the transaction be acknowledged and having been disclosed in reasonable detail to the shareholders.

DATE: _____ at _____ day of _____

The undersigned being _____ the shareholders of the Corporation entitled to vote at a meeting of the shareholders have hereby adopted the foregoing resolutions pursuant to the provisions of the Business Corporation Act (_____).

[Insert Name Here]

[Insert Name Here]

[Insert Name Here]

[Insert Name Here]

