

SPECIAL RESOLUTION OF THE SHAREHOLDERS OF
_____ *(insert legal name of corporation)*
(the "Corporation")

DISSOLUTION OF CORPORATION

BE IT RESOLVED THAT:

1. The directors of the Corporation be and are hereby authorized to take all necessary proceedings for the dissolution of the Corporation pursuant to the provisions of the Business Corporations Act of _____ *(insert province)* (the "Act") and to prepare Articles of Dissolution for filing pursuant to the Act.

2. The directors be and are hereby authorized to discharge any liabilities of the Corporation and to distribute any remaining assets of the Corporation to the shareholders of the Corporation according to their rights and interests in the Corporation.

3. Any one of the directors and officers of the Corporation be and are hereby authorized on behalf of the Corporation to execute all deeds and documents and to do all things necessary or advisable in connection with the foregoing resolutions.

DATE at _____ *(insert city, province)* this ____ day of _____, _____.

The undersigned being all of the shareholders of the Corporation, hereby adopt the foregoing resolutions pursuant to the provisions of the Business Corporations Act of _____ *(insert province)*.

[insert name of shareholder]

[insert name of shareholder]

[insert name of shareholder]

[insert name of shareholder]

[this should be signed by all shareholders, and not just the voting shareholders]