

RESOLUTIONS
AMENDMENT UNDER REGULATION 45-106

..... (corporate name)
SHAREHOLDERS' RESOLUTION
[OR RESOLUTION OF THE SOLE SHAREHOLDER]
DATED AS OF

AMENDMENT TO ARTICLES OF INCORPORATION

IT IS HEREBY RESOLVED:

THAT the Articles of Incorporation of the Corporation be amended so that the restrictions on share transfers and other provisions of the Articles of Incorporation stipulated in Schedules 2 and 3 therein dated, be repealed and replaced by Schedules 2.1 and 3.1 attached hereto, which Schedules form an integral part of this Resolution, in order that the Corporation may be considered a *private issuer* as defined in *Regulation 45-106 respecting Prospectus Exemptions*, c V-1.1, r 21;

THAT (name), (title) of the Corporation be, and he[she] is hereby authorized and directed to sign and file the articles of amendment with the Director, Corporations Canada, for and on behalf of the Corporation, and to sign any other document and take any other action necessary or appropriate to give effect to this resolution.

VALIDITY

V1 (Sole Shareholder)

The undersigned, being the sole shareholder of the Corporation entitled to vote on this (these) matter(s), hereby adopts the above resolution(s), in accordance with section 142 of the *Canada Business Corporations Act*, so as to confer upon such resolutions the same value as if adopted at a duly convened meeting of the shareholders.

V2 (More than one Shareholder)

The undersigned, being all the shareholders of the Corporation entitled to vote on this (these) matter(s), hereby adopt the above resolution(s), in accordance with section 142 of the *Canada Business Corporations Act*, so as to confer upon such resolutions the same value as if adopted at a duly convened meeting of the shareholders.

.....
Shareholder

.....
Shareholder

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