

**VERTICAL SIMPLIFIED AMALGAMATION
(PARENT)
(Directors' Resolution)**

..... (Corporate name)
DIRECTORS' RESOLUTION
DATED AS OF

SIMPLIFIED AMALGAMATION WITH SUBSIDIARY CORPORATION

The Corporation was incorporated by Certificate of Incorporation issued under the *Quebec Business Corporations Act* dated (date);

..... (name of subsidiary) was incorporated by Certificate of Incorporation issued under *Quebec Business Corporations Act* dated (date);

The Corporation holds all the issued and outstanding shares in the capital stock of (name of subsidiary) and, accordingly, it is the wholly-owned subsidiary of the Corporation;

The Corporation wishes to amalgamate with (name of subsidiary) in accordance with the provisions of section 282 of the *Quebec Business Corporations Act*;

BE IT RESOLVED:



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