

STOCK OPTIONS (Directors' Resolution)

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

STOCK OPTIONS

It is in the interest of the Corporation to grant certain persons (a) non-transferable option(s) to subscribe for shares in its capital stock;

The beneficiary(ies) of such option(s) is(are) (an) investor(s) acting on its(their) own behalf appearing among the categories of investors recognized by section 2.4 of Regulation 45-106 of the *Securities Act* (Quebec), R.S.Q., c. V-1.1 respecting prospectus and registration exemptions (hereinafter referred to as the "Regulation") in order to preserve, in the event such stock option(s) is(are) exercised and the securities under option(s) are issued by the Corporation, its status as a private issuer within the meaning of section 2.4 of the Regulation;

BE IT RESOLVED:



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