

**SHARE REDEMPTION  
(At shareholder's request)  
(Directors' Resolution)**

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

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**CLASS "...” SHARE REDEMPTION**

Under the provisions of the Articles of Incorporation [or Amendment, Amalgamation or Continuance] of the Corporation, the holders of Class "...” shares have the right to require that the Corporation redeem their shares, in whole or in part;

The Corporation has received a notice dated ..... from ..... (name) to the effect that he/she is asking for the redemption of ..... (.....) Class "...” shares which he/she currently holds in the capital stock of the Corporation;

..... (name) has attached to his/her notice of redemption request the duly endorsed certificate(s) representing the Class "...” shares covered by the redemption request;

The Corporation can proceed with the requested redemption without encroaching on its capital or jeopardizing its solvency, as required by the provisions of section 95 and 96 of the *Corporation Act* (Quebec);

BE IT RESOLVED: