

**SHARE PURCHASE MUTUAL AGREEMENT  
(Directors' Resolution)**

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

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**SHARE PURCHASE BY AGREEMENT**

The Corporation wishes to sell to ..... (name of issuer) ..... (.....) Class "... " shares it holds in its capital stock for a total price of ..... DOLLARS (\$ .....), namely ..... DOLLARS (\$ .....) per share;

..... (name of issuer) wishes to acquire ..... (.....) Class "... " shares held by the Corporation in its capital stock at the above-mentioned price, subject to the terms and conditions stipulated in the share purchase agreement submitted to the directors for review;

BE IT RESOLVED:

