

**PURCHASE OF SHARES BY AGREEMENT
(Directors' Resolution)**

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

PURCHASE BY AGREEMENT

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

The Corporation wishes to acquire (.....) Class "... " shares held by (name of vendor) in the capital stock of (corporate name) at the price, subject to the terms and conditions provided in the share purchase agreement submitted to the directors for review;

BE IT RESOLVED:

