

**SHARE CONVERSION  
(Directors' Resolution)**

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

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**EXCHANGE OF CLASS “...” SHARES HELD BY .....** (name of shareholder)

WHEREAS ..... (name of shareholder) and the Corporation agree to exchange .....  
(.....) Class “...” shares which ..... (name of shareholder) holds in the capital stock of the  
Corporation, subject to the terms and conditions stipulated in the share exchange contract submitted to the  
directors for review;

BE IT RESOLVED:

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