

# HORIZONTAL SIMPLIFIED AMALGAMATION (Directors' Resolution)

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

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## HORIZONTAL SIMPLIFIED AMALGAMATION WITH ..... (name of other amalgamating subsidiary)

The Corporation was incorporated by Certificate of Incorporation issued pursuant to the *Business Corporations Act* (Quebec) dated ..... (date);

..... (name of other amalgamating subsidiary) was incorporated by Certificate of Incorporation issued pursuant to the *Business Corporations Act* (Quebec) dated ..... (date);

All the issued and outstanding shares in the capital stock of the Corporation are held by ..... (name of parent corporation) and, accordingly, the Corporation is the wholly-owned subsidiary of ..... (name of parent corporation);

All the issued and outstanding shares in the capital stock of ..... (name of other amalgamating subsidiary) are held by ..... (name of parent corporation) and, accordingly, ..... (name of other amalgamating subsidiary) is the wholly-owned subsidiary of ..... (name of parent corporation);

The Corporation wishes to amalgamate with ..... (name of other amalgamating subsidiary) in accordance with the terms of section 281 of the *Business Corporations Act* (Quebec);

BE IT RESOLVED:



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