

**APPROVAL OF
SHARE PURCHASE AND ROLLOVER
Corporate Vendor
(Directors' Resolution)
(CBCA)**

..... (Corporate name)
DIRECTORS' RESOLUTION
DATED, 20...

APPROVAL OF SHARE PURCHASE AND ROLLOVER

The Corporation wishes to sell and (name) (hereinafter the "**Purchaser**") wishes to purchase (.....) Class "... " shares that the Corporation holds in the share capital of (name of corporation) (hereinafter the "**Shares**") for the total price of DOLLARS (\$), representing DOLLARS (\$) per Share, payable by the issuance of (.....) Class "... " shares of the share capital of (name of corporation), subject to the terms stipulated in the share purchase and rollover agreement submitted to the directors for their review;

IT IS RESOLVED:

[...]

