

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

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

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**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:

[ ... ]

