

**VERTICAL SHORT-FORM AMALGAMATION WITH PARENT CORPORATION**  
**(Directors' Resolution)**  
**(Canadian Business Corporations Act)**

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

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**VERTICAL SHORT-FORM AMALGAMATION WITH PARENT CORPORATION**

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

..... (name of parent corporation) was incorporated by Certificate of Incorporation issued under the *Canada Business Corporations Act* 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);

The Corporation wishes to amalgamate with ..... (name of parent corporation) according to the terms of section 184 (1) of the *Canada Business Corporations Act*;

BE IT RESOLVED:

