

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

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

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

The Corporation holds all the issued and outstanding shares in the capital stock of ..... (name of subsidiary) and, accordingly, it is the wholly-owned subsidiary of the Corporation;

The Corporation wishes to amalgamate with ..... (name of subsidiary) in accordance with the provisions of section 184 (1) of the *Canada Business Corporations Act*;

BE IT RESOLVED:

