

**VERTICAL SIMPLIFIED AMALGAMATION (SUBSIDIARY)
(Directors' Resolution)**

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

SIMPLIFIED AMALGAMATION WITH PARENT CORPORATION

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

..... (name of parent Corporation) was incorporated by Certificate of Incorporation issued under the *Quebec 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 282 of the *Quebec Business Corporations Act*;

BE IT RESOLVED:



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