

**PURCHASE BY AGREEMENT OF SHARES MUTUAL
AGREEMENT
(Directors' Resolution)**

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

SHARE PURCHASE BY AGREEMENT

..... (name of shareholder) wishes to sell the Corporation (.....) Class “...” shares he/she holds in its capital stock for a total price of DOLLARS (\$), namely DOLLARS (\$) per share;

The Corporation wishes to acquire (.....) Class “...” shares held by (name of shareholder) in its capital stock at the above-mentioned price, subject to the terms and conditions stipulated in the share purchase agreement submitted to the directors for review;

The Corporation may acquire the said shares without jeopardizing its solvency, as required by law;

There is no legal or contractual impediment to the acquisition of the said shares

BE IT RESOLVED:

