

**SHARE CONVERSION
(Directors' Resolution)**

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

EXCHANGE OF CLASS “...” SHARES HELD BY (name of shareholder)

..... (name of shareholder) and the Corporation agree to exchange (.....) Class “...” shares which (name of shareholder) holds in the capital stock of the Corporation, subject to the terms and conditions provided in the share exchange agreement submitted to the directors for review;

BE IT RESOLVED:

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