

**SALE AND ROLLOVER OF SHARES OWNED BY
CORPORATION
(Directors' Resolution)**

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

SALE AND ROLLOVER OF SHARES HELD IN THE CAPITAL STOCK OF
(name of corporation)

The Corporation wishes to sell to (name of issuer) (.....) Class “...” shares it holds in its capital stock for a total price of DOLLARS (\$), namely DOLLARS (\$) per share, payable by the issuance of Class “...” shares in the capital stock of (name of issuer);

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

BE IT RESOLVED:



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