

**APPROVAL OF
SHARE PURCHASE AND ROLLOVER
Corporate Purchaser
(Directors' Resolution)
(CBCA)**

..... (Corporate name)
DIRECTORS' RESOLUTION
DATED, 20...

APPROVAL OF SHARE PURCHASE AND ROLLOVER

The Corporation wishes to purchase and (name) (hereinafter the “Vendor”) wishes to sell (.....) Class “...” shares that the Vendor holds in the share capital of (name of corporation) (hereinafter the “Shares”) for the total price of DOLLARS (\$), representing DOLLARS (\$) per Share, payable by the issuance of (.....) Class “...” shares of the share capital of (name of corporation), subject to the terms stipulated in the share purchase and rollover agreement submitted to the directors for their review;

IT IS RESOLVED:

[...]

