

**SHARE CONVERSION**  
**(Request corporate shareholder)**  
**(Directors' Resolution)**

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

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**CONVERSION OF CLASS "...." SHARES HELD IN .....**

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

BE IT RESOLVED:

