

**VOLUNTARY DISSOLUTION
WITH LIQUIDATION
(Shareholders' Special Resolution)
(QBCA)**

..... (Corporate name)
(hereinafter the "**Corporation**")
SHAREHOLDERS' SPECIAL RESOLUTION
DATED, 20...

VOLUNTARY DISSOLUTION WITH LIQUIDATION

It is appropriate that the Corporation be liquidated and dissolved in accordance with the provisions of the Quebec *Business Corporations Act*;

The Corporation is not insolvent nor bankrupt, as defined in section 2 of the Canada *Bankruptcy and Insolvency Act*;

The Corporation, having commenced its activities and, as a result, having acquired property or obligations, must make a cash distribution of its assets and fulfill its obligations before being dissolved;

[...]



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