RESOLUTIONS OF THE {#(RES\_affiliations) || (affiliations | status:’!inactive’) | filter:’role’:’Director’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:‘outgoingAffiliations’):’affiliationID’ | count | lt:2}SOLE DIRECTOR{/}{#(RES\_affiliations) || (affiliations | status:’!inactive’) | filter:’role’:’Director’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:‘outgoingAffiliations’):’affiliationID’ | count | gt:1}BOARD OF DIRECTORS{/}

OF

{entities | grab:1:’entityName’ | upper}
(the "{#(entities | grab:1:’jurisdictionRegion’)=='Nova Scotia'}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!='Nova Scotia'}Corporation{/}")

FINANCIAL STATEMENTS

# The financial statements of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} for the {#(entities | grab:1:’fiscalYearEnd’)==’’}last completed fiscal period{/}{#(entities | grab:1:’fiscalYearEnd’)!=’’}fiscal year ended {entities | grab:1:’fiscalYearEnd’ | time:'MMMM D'}, {tasks | grab:1:’fiscalYearReport’}{/} are approved and such approval be evidenced by the signature of {#(RES\_affiliations) || (affiliations | status:’!inactive’) | filter:’role’:’Director’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:‘outgoingAffiliations’):’affiliationID’ | count | lt:2}the sole{/}{#(RES\_affiliations) || (affiliations | status:’!inactive’) | filter:’role’:’Director’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:‘outgoingAffiliations’):’affiliationID’ | count | gt:1}any{/} director of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} on the financial statements.{#(entities | grab:1:’waivedAGM’)!=’true’}

ANNUAL GENERAL MEETING

# The Annual General Meeting of the Shareholders of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} be held on {#(entities | grab:1:’nextAGM’)!=’’}{entities | grab:1:’nextAGM’ | time:'MMMM D, YYYY'}{/}{#(entities | grab:1:’nextAGM’)==’’}{#tasks}{(agmDate || effectiveDate) | time:’MMMM D, YYYY’}{/}{#((tasks | grab:1:’agmDate’)==’’)&&((tasks | grab:1:’effectiveDate’)==’’)}\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_{/}{/} at the offices of {affiliations | filter:’title’:’Registered Office’ | grab:1:’addresses’ | filter:’addressStatus’:’!inactive’ | grab:1:’address’}.{/}

RECORD DATE

# Pursuant to the {#(entities | grab:1:’jurisdictionRegion’)=='Nova Scotia'}*Companies Act*{/}{#(entities | grab:1:’jurisdictionRegion’)=='Canada (Federal)’}Canada {/}{#((entities | grab:1:’jurisdictionRegion’)=='Manitoba') || ((entities | grab:1:’jurisdictionRegion’)==’Saskatchewan’)}The {/}{#((entities | grab:1:’jurisdictionRegion’)!='Nova Scotia') && ((entities | grab:1:’jurisdictionRegion’)!='Manitoba') && ((entities | grab:1:’jurisdictionRegion’)!='Newfoundland and Labrador')}*Business Corporations Act*{/}{#((entities | grab:1:’jurisdictionRegion’)=='Manitoba') || ((entities | grab:1:’jurisdictionRegion’)=='Newfoundland and Labrador')}*Corporations Act*{/}{#(entities | grab:1:’jurisdictionRegion’)!=’Canada (Federal)’} ({entities | grab:1:’jurisdictionRegion’}){/} (the "**Act**"), the record date for the purpose of determining shareholders entitled to receive notice of and to vote at the Annual General Meeting of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} be determined to be the close of business on {#(entities | grab:1:’nextAGM’)!=’’}{entities | grab:1:’nextAGM’ | time:'MMMM D, YYYY'}{/}{#(entities | grab:1:’nextAGM’)==’’}{#tasks}{(agmDate || effectiveDate) | time:’MMMM D, YYYY’}{/}{#((tasks | grab:1:’agmDate’)==’’)&&((tasks | grab:1:’effectiveDate’)==’’)}\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_{/}{/}.{#tasks | grab:1:’outgoingAffiliations’ | filter:’role’:’Officer’ | filter:’endReason’:’Resigned’:’Removed’ | count | gt:0}

WHEREAS:{/}{#tasks | grab:1:’outgoingAffiliations’ | filter:’role’:’Officer’ | filter:’endReason’:’Resigned’ | count | gt:0}

# {#tasks | grab:1:’outgoingAffiliations’ | filter:’role’:’Officer’ | filter:’endReason’:’Resigned’ | count | lt:2}{tasks | grab:1:’outgoingAffiliations’ | filter:’role’:’Officer’ | filter:’endReason’:’Resigned’ | grab:1:’participant\_fullName’} has resigned as {tasks | grab:1:’outgoingAffiliations’ | filter:’role’:’Officer’ | filter:’endReason’:’Resigned’ | toSentence:’title’} of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} on {tasks | grab:1:’outgoingAffiliations’ | filter:’role’:’Officer’ | filter:’endReason’:’Resigned’ | grab:1:’endDate’ | time:’MMMM D, YYYY’}.{/}{#tasks | grab:1:’outgoingAffiliations’ | filter:’role’:’Officer’ | filter:’endReason’:’Resigned’ | count | gt:1}The following persons have resigned as officers of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} as of the following dates:

| **Name** | **Office** | **Date Resigned** |
| --- | --- | --- |
|  |  |  |
| {#(tasks | grab:1:’outgoingAffiliations’) | filter:’role’:’Officer’ | filter:’endReason’:’Resigned’ | groupBy:'participant\_profileID'}{group | grab:1:'participant\_fullName'} | {group | toSentence:’title’} | {endDate | time:’MMMM D, YYYY’}{/} |

{/}{/}{#tasks | grab:1:’outgoingAffiliations’ | filter:’role’:’Officer’ | filter:’endReason’:’Removed’ | count | gt:0}

# {#tasks | grab:1:’outgoingAffiliations’ | filter:’role’:’Officer’ | filter:’endReason’:’Removed’ | count | lt:2}{#tasks | grab:1:’outgoingAffiliations’ | filter:’role’:’Officer’ | filter:’endReason’:’Removed’}{participant\_fullName} has been removed as {tasks | grab:1:’outgoingAffiliations’ | filter:’role’:’Officer’ | filter:’endReason’:’Removed’ | toSentence:’title’} of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} on {endDate | time:’MMMM D, YYYY’}.{/}{/}{#tasks | grab:1:’outgoingAffiliations’ | filter:’role’:’Officer’ | filter:’endReason’:’Removed’ | count | gt:1}The following persons have been removed as officers of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} as of the following dates:

| **Name** | **Office** | **Date Removed** |
| --- | --- | --- |
|  |  |  |
| {#(tasks | grab:1:’outgoingAffiliations’) | filter:’role’:’Officer’ | filter:’endReason’:’Removed’ | groupBy:'participant\_profileID'}{group | grab:1:'participant\_fullName'} | {group | toSentence:’title’} | {endDate | time:’MMMM D, YYYY’}{/} |

{/}{/}

OFFICERS

# {#(RES\_affiliations) || (affiliations | status:'!inactive') | filter:’role’:’Officer’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:’outgoingAffiliations’):'affiliationID' | count | equal:1}{(RES\_affiliations) || (affiliations | status:'!inactive') | filter:’role’:’Officer’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:’outgoingAffiliations’):'affiliationID' | grab:1:’participant\_fullName’} is appointed as {(RES\_affiliations) || (affiliations | status:'!inactive') | filter:’role’:’Officer’ | except:(tasks | grab:1:’outgoingAffiliations’):'affiliationID' | toSentence:’title’} of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/}.{/}{#(RES\_affiliations) || (affiliations | status:'!inactive') | filter:’role’:’Officer’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:’outgoingAffiliations’):'affiliationID' | count | gt:1}The officers of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} are appointed as follows:

| **Name** | **Office** |
| --- | --- |
|  |  |
| {#(RES\_affiliations) || (affiliations | status:'!inactive') | filter:’role’:’Officer’ | except:(tasks | grab:1:’outgoingAffiliations’):'affiliationID' | groupBy:’participant\_profileID’ | orderBy\_B:’rank’}{group | grab:1:’participant\_fullName’} | {group | toSentence:’title’}{/} |

{/}{#(entities | grab:1:’waivedAuditor’)==true}

AUDIT EXEMPTION

# Pursuant to the Act, the shareholder{#(RES\_shareholdings || shareholdings) | filter:'totalShares':'!0' | uniqBy:'name' | count | gt:1}s{/} of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} {#(RES\_shareholdings || shareholdings) | filter:'totalShares':'!0' | uniqBy:'name' | count | gt:1}have{/}{#(RES\_shareholdings || shareholdings) | filter:'totalShares':'!0' | uniqBy:'name' | count | lt:2}has{/} waived the requirement to appoint an auditor for the ensuing year.

ACCOUNTANT

# {#(RES\_affiliations || affiliations | status:'!inactive') | filter:’role’:'Other Professional' | filter:’type’:’Accountant’ | count | equal:1}The director{#(affiliations | filter:'role':'Director' | except:(tasks | grab:1:’outgoingAffiliations’):'affiliationID' | status:'!inactive') | count | gt:1}s appoint{/}{#(affiliations | filter:'role':'Director' | except:(tasks | grab:1:’outgoingAffiliations’):'affiliationID' | status:'!inactive') | count | lt:2} appoints{/} {(RES\_affiliations || affiliations | status:'!inactive') | filter:’role’:'Other Professional' | filter:’type’:’Accountant’ | grab:1:’participant\_fullName’} as the accountants of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/}.{/}{#(RES\_affiliations || affiliations | status:'!inactive') | filter:’role’:'Other Professional' | filter:’type’:’Accountant’ | count | lt:1}The director{#(affiliations | filter:'role':'Director' | except:(tasks | grab:1:’outgoingAffiliations’):'affiliationID' | status:'!inactive') | count | gt:1}s{/} will appoint the accountants of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} at a subsequent time.{/}{#(RES\_affiliations || affiliations | status:'!inactive') | filter:’role’:'Other Professional' | filter:’type’:’Accountant’ | count | gt:1}The director{#(affiliations | filter:'role':'Director' | except:(tasks | grab:1:’outgoingAffiliations’):'affiliationID' | status:'!inactive') | count | gt:1}s appoint{/}{#(affiliations | filter:'role':'Director' | except:(tasks | grab:1:’outgoingAffiliations’):'affiliationID' | status:'!inactive') | count | lt:2} appoints{/} the following accountants for the ensuing year:

{(RES\_affiliations || affiliations | status:'!inactive') | filter:’role’:'Other Professional' | filter:’type’:’Accountant’ | toSentence:’participant\_fullName’}{/}

{/}

Signature Page Follows

The foregoing resolutions are signed by {#(RES\_affiliations || affiliations | status:’!inactive’) | filter:’role’:’Director’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:‘outgoingAffiliations’):’affiliationID’ | count | gt:1}all of the directors{/}{#(RES\_affiliations || affiliations | status:’!inactive’) | filter:’role’:’Director’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:‘outgoingAffiliations’):’affiliationID’ | count | lt:2}the sole director{/} of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)=='Nova Scotia'}*Companies Act*{/}{#(entities | grab:1:’jurisdictionRegion’)=='Canada (Federal)’}Canada {/}{#((entities | grab:1:’jurisdictionRegion’)=='Manitoba') || ((entities | grab:1:’jurisdictionRegion’)==’Saskatchewan’)}The {/}{#((entities | grab:1:’jurisdictionRegion’)!='Nova Scotia') && ((entities | grab:1:’jurisdictionRegion’)!='Manitoba') && ((entities | grab:1:’jurisdictionRegion’)!='Newfoundland and Labrador')}*Business Corporations Act*{/}{#((entities | grab:1:’jurisdictionRegion’)=='Manitoba') || ((entities | grab:1:’jurisdictionRegion’)=='Newfoundland and Labrador')}*Corporations Act*{/}{#(entities | grab:1:’jurisdictionRegion’)!=’Canada (Federal)’} ({entities | grab:1:’jurisdictionRegion’}){/}, as evidenced by their signature{#(RES\_affiliations || affiliations | status:’!inactive’) | filter:’role’:’Director’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:‘outgoingAffiliations’):’affiliationID’ | count | gt:1}s{/}, and may be signed and delivered{#(RES\_affiliations || affiliations | status:’!inactive’) | filter:’role’:’Director’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:‘outgoingAffiliations’):’affiliationID’ | count | gt:1} in any number of counterparts and/or by electronic transmission, each of which so signed shall be deemed to be an original and shall together constitute one and the same instrument{/}{#(RES\_affiliations || affiliations | status:’!inactive’) | filter:’role’:’Director’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:‘outgoingAffiliations’):’affiliationID’ | count | lt:2} by electronic transmission, which shall be deemed to be an original{/}.

**DATED:** {tasks | grab:1:’resolutionDate’ | time:'MMMM D, YYYY'}{#(tasks | grab:1:’resolutionDate’)==’’}\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ {/}

{:include directorSignatures}