RESOLUTIONS OF THE {#activeDirectorsASG | count | lt:2}SOLE DIRECTOR{/}{#activeDirectorsASG | count | gt:1}BOARD OF DIRECTORS{/}

OF

{entityNameASG | upper}   
(the "{companyCorpASG}")

RESOLVED THAT:

FINANCIAL STATEMENTS

# The financial statements of the {companyCorpASG} for the {#fiscalYearEndASG==’’}last completed fiscal period{/}{#fiscalYearEndASG!=’’}fiscal year ended {fiscalYearEndASG | time:'MMMM D'}, {tasks | grab:1:’fiscalYearReport’}{/} are approved and such approval be evidenced by the signature of {#activeDirectorsASG | count | lt:2}the sole{/}{#activeDirectorsASG | count | gt:1}any{/} director of the {companyCorpASG} on the financial statements.{#waivedAuditorASG!=’true’}

ANNUAL GENERAL MEETING

# The Annual General Meeting of the Shareholders of the {companyCorpASG} be held on {#nextAGMASG!=’’}{nextAGMASG | time:'MMMM D, YYYY'}{/}{#nextAGMASG==’’}{#tasks}{(agmDate || effectiveDate) | time:’MMMM D, YYYY’}{/}{/}{#((tasks | grab:1:’agmDate’)==’’)&&((tasks | grab:1:’effectiveDate’)==’’)}\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_{/} at the offices of {regOfficeAddressASG}.{/}

RECORD DATE

# Pursuant to the *{corpActCanASG}*{corpActProvCanASG} (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 {companyCorpASG} be determined to be the close of business on {#nextAGMASG!=’’}{nextAGMASG | time:'MMMM D, YYYY'}{/}{#nextAGMASG==’’}{#tasks}{(agmDate || effectiveDate) | time:’MMMM D, YYYY’}{/}{/}{#((tasks | grab:1:’agmDate’)==’’)&&((tasks | grab:1:’effectiveDate’)==’’)}\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_{/}.{#resignedOfficersASG | count | gt:0}

WHEREAS:{/}{#resignedOfficersASG | count | gt:0}

# {#resignedOfficersASG | count | lt:2}{resignedOfficersASG | grab:1:’participant\_fullName’} has resigned as {resignedOfficersASG | toSentence:’title’} of the {companyCorpASG} on {resignedOfficersASG | grab:1:’endDate’ | time:’MMMM D, YYYY’}.{/}{#resignedOfficersASG | count | gt:1}The following persons have resigned as officers of the {companyCorpASG} as of the following dates:

| **Name** | **Office** | **Date Resigned** |
| --- | --- | --- |
|  |  |  |
| {#resignedOfficersGroupASG}{group | grab:1:'participant\_fullName'} | {group | toSentence:’title’} | {endDate | time:’MMMM D, YYYY’}{/} |

{/}{/}{#removedOfficersASG | uniqBy:’participant\_profileID’ | count | gt:0}

# {#removedOfficersASG | uniqBy:’participant\_profileID’ | count | lt:2}{#removedOfficersASG}{participant\_fullName} has been removed as {removedOfficersASG | toSentence:’title’} of the {companyCorpASG} on {endDate | time:’MMMM D, YYYY’}.{/}{/}{#removedOfficersASG | uniqBy:’participant\_profileID’ | count | gt:1}The following persons have been removed as officers of the {companyCorpASG} as of the following dates:

| **Name** | **Office** | **Date Removed** |
| --- | --- | --- |
|  |  |  |
| {#removedOfficersGroupASG}{group | grab:1:'participant\_fullName'} | {group | toSentence:’title’} | {endDate | time:’MMMM D, YYYY’}{/} |

{/}{/}

OFFICERS

# {#activeOfficersASG | count | equal:1}{activeOfficersASG | grab:1:’participant\_fullName’} is appointed as {activeOfficersASG | toSentence:’title’} of the {companyCorpASG}.{/}{#activeOfficersASG | count | gt:1}The officers of the {companyCorpASG} are appointed as follows:

| **Name** | **Office** |
| --- | --- |
|  |  |
| {#activeOfficersGroupASG}{group | grab:1:’participant\_fullName’} | {group | toSentence:’title’}{/} |

{/}{#waivedAuditorASG==true}

AUDIT EXEMPTION

# Pursuant to the Act, the shareholder{#allShareholdersASG | count | gt:1}s{/} of the {companyCorpASG} {#allShareholdersASG | count | gt:1}have{/}{#allShareholdersASG | count | lt:2}has{/} waived the requirement to appoint an auditor for the ensuing year.

ACCOUNTANT

# {#activeAccountantsASG | count | equal:1}The director{#activeDirectorsASG | count | gt:1}s appoint{/}{#activeDirectorsASG | count | lt:2} appoints{/} {activeAccountantsASG | grab:1:’participant\_fullName’} as the accountants of the {companyCorpASG}.{/}{#activeAccountantsASG | count | lt:1}The director{#activeDirectorsASG | count | gt:1}s{/} will appoint the accountants of the {companyCorpASG} at a subsequent time.{/}{#activeAccountantsASG | count | gt:1}The director{#activeDirectorsASG | count | gt:1}s appoint{/}{#activeDirectorsASG | count | lt:2} appoints{/} the following accountants for the ensuing year:

{activeAccountantsASG | toSentence:’participant\_fullName’}{/}

{/}

Signature Page Follows

The foregoing resolutions are signed by {#activeDirectorsASG | count | gt:1}all of the directors{/}{#activeDirectorsASG | count | lt:2}the sole director{/} of the {companyCorpASG} in accordance with the provisions of the *{corpActCanASG}*{corpActProvCanASG} (the "**Act**"), as evidenced by their signature{#activeDirectorsASG | count | gt:1}s{/}, and may be signed and delivered{#activeDirectorsASG | 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{/}{#activeDirectorsASG | count | lt:2} by electronic transmission, which shall be deemed to be an original{/}.

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

{:include directorSignatures}