**RESOLUTIONS OF THE {#(RES\_shareholdings || shareholdings) | filter:'totalShares':'!0' | uniqBy:'participantID' | count | lt:2}SOLE {/}SHAREHOLDER**{**#(RES\_shareholdings || shareholdings) | filter:'totalShares':'!0' | uniqBy:'participantID' | count | gt:1}S{/}{#(entities | grab:1:’shareholderAgreementUnanimous’)==true}**

**MADE PURSUANT TO UNANIMOUS SHAREHOLDER AGREEMENT{/}**

**OF**

**{entities | grab:1:'entityName' | upper}**

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

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

# 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 requirement to appoint an auditor for the fiscal period from {entities | grab:1:’fiscalYearEnd’ | time:'MMMM D'}, {tasks | grab:1:’fiscalYearReport’} through to and including the ensuing year is waived.{/} {#(entities | grab:1:’waivedFinancials’)==true}

# The preparation and publication of financial statements by the director{#(RES\_affiliations) || (affiliations | status:’!inactive’) | filter:’role’:’Director’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:‘outgoingAffiliations’):’affiliationID’ | count | gt:1}s{/} of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} for presentation to the shareholder{#(RES\_shareholdings || shareholdings) | filter:'totalShares':'!0' | uniqBy:'participantID' | count | gt:1}s{/} of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} for the financial year ended {entities | grab:1:’fiscalYearEnd’ | time:'MMMM D'}, {tasks | grab:1:’fiscalYearReport’} be waived 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’}){/}{/}

*Signature Page Follows*

The foregoing resolutions are signed by {#(RES\_shareholdings|| shareholdings) | filter:'totalShares':'!0' | uniqBy:'participantID' | count | gt:1}all of the shareholders{/}{#(RES\_shareholdings|| shareholdings) | filter:'totalShares':'!0' | uniqBy:'participantID' | count | lt:2}the sole shareholder{/} of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} entitled to vote on the matters herein, in accordance with the provisions of 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’}){/}, as evidenced by their signature{#(RES\_shareholdings|| shareholdings) | filter:'totalShares':'!0' | uniqBy:'participantID' | count | gt:1}s{/}, and may be signed and delivered{#(RES\_shareholdings|| shareholdings) | filter:'totalShares':'!0' | uniqBy:'participantID' | 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\_shareholdings|| shareholdings) | filter:'totalShares':'!0' | uniqBy:'participantID' | 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 shareholderSignatures}