**RESOLUTIONS OF THE VOTING SHAREHOLDER{votingShareholderPluralASG | upper}**

 **{#(shareholderAgrmtUnamsASG)==true}**

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

**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’}{/}{#(waivedAuditorASG)!=true}, together with the report of the auditor,{/} are accepted.

DIRECTORS

# {#activeDirectorsASG | count | lt:2}{activeDirectorsASG | grab:1:’participant\_fullName’}, who has previously consented to act as a director, is elected the director of the {companyCorpASG} for the ensuing year or until a successor is elected.{/}{#activeDirectorsASG | count | gt:1}The following persons, who have previously consented to act as directors, are elected directors of the {companyCorpASG} for the ensuing year or until their successors are elected:

{#activeDirectorsASG}{participant\_fullName}

{/}{/}{#(waivedAuditorASG)==true}

AUDIT EXEMPTION

# Pursuant to the *{corpActCanASG}*{corpActProvCanASG} (the “**Act**”), the requirement to appoint an auditor for the ensuing year is waived.{/}{#(waivedAuditorASG)!=true}

APPOINTMENT OF AUDITOR

# {#activeAuditorsASG | count | lt:1}The {companyCorpASG} will appoint an auditor at a subsequent time.{/}{#activeAuditorsASG | count | equal:1}{activeAuditorsASG | grab:1:’participant\_fullName’} is appointed as the auditor of the {companyCorpASG} for the ensuing year.{/}{#activeAuditorsASG | count | gt:1}The Audit Committee of the {companyCorpASG} for the ensuing year will be comprised of:

{activeAuditorsASG | toSentence:’participant\_fullName’}

{/}{/}

{#((entityJurisRegionASG)==‘Ontario’) || ((entityJurisRegionASG)==’Canada (Federal)’) && ((waivedAuditorASG)==true)}APPOINTMENT OF ACCOUNTANT

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

{activeAccountantsASG | toSentence:’participant\_fullName’}

{/}

{/}{#(waivedAGMASG)==true}ANNUAL REFERENCE DATE

# The {tasks | grab:1:’fiscalYearReport’} annual general meeting of the {companyCorpASG} will be deemed to have been held on the date of these resolutions and the date of these resolutions be confirmed as the Annual Reference Date for the {companyCorpASG}.{/}

Signature Page Follows

The foregoing resolutions are signed by {#votingShareholdersASG | count | gt:1}all of the shareholders{/}{#votingShareholdersASG | count | lt:2}the sole shareholder{/} of the {companyCorpASG} entitled to vote on the matters herein, in accordance with the provisions of the *{corpActCanASG}*{corpActProvCanASG}, as evidenced by their signature{#votingShareholdersASG | count | gt:1}s{/}, and may be signed and delivered {#votingShareholdersASG | 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{/}{#votingShareholdersASG | count | lt:2}by electronic transmission, which shall be deemed to be an original{/}.

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

{:include votingShareholderSignatures}

{#(waivedAuditorASG)==true}

AUDIT EXEMPTION

**{entityNameASG | upper}**

The undersigned, being {#allShareholdersASG | count | gt:1}all of the shareholders{/}{#allShareholdersASG | count | lt:2}the sole shareholder{/} of the {companyCorpASG}, waive{#allShareholdersASG | count | lt:2}s{/} the requirement to appoint an auditor for the ensuing year, pursuant to the *{corpActCanASG}*{corpActProvCanASG} (the "**Act**").

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

{:include shareholderSignatures}

{/}