Resolution of the Board of Directors

of

●

(the "Corporation")

[Parent]

Amalgamation with ●

Whereas ● is a wholly-owned subsidiary of the Corporation and it is desirable that the Corporation amalgamate with ● pursuant to subsection 177(1) of the Ontario Business Corporations Act (the "Act");

Resolved That:

1. The amalgamation of the Corporation and ● under the Act, pursuant to subsection 177(1), is hereby approved;

2. Upon the endorsement of the certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of ● , including all shares which have been issued and are outstanding at the date of this resolution, shall be cancelled without any repayment of capital in respect thereof;

3. The articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles of incorporation and the by-laws of the Corporation;

4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and

5. Any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the Act this ● day of ● .

● ● ●