Special Resolution of the Shareholders

of


authorizing its amalgamation with


under the Ontario Business Corporations Act

Resolved As A Special Resolution That:

1. The amalgamation of the Corporation with ●, ●, and ● (the "Amalgamating Corporations") in accordance with the terms of the Amalgamation Agreement dated as of the ● day of ●, between the Corporation and the Amalgamating Corporations, in the form submitted to the shareholders, is hereby approved.

2. The Corporation is hereby authorized to enter into and adopt the Amalgamation Agreement.

3. 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 special resolution is hereby consented to by all the shareholders of the Corporation pursuant to the Ontario Business Corporations Act this ● day of ●.

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