Schedule "A"

Statement of Director or Officer of

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I, ●, am the ● of ● (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached, hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the Ontario Business Corporations Act.

2. I have conducted such examinations of the books and records of the Corporation and made such inquiries and investigations as are necessary to enable me to make the following statements.

3. There are reasonable grounds for believing that:

   (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;

   (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and

   (c) no creditor will be prejudiced by the amalgamation.

Dated: ●