

BOARD RESOLUTION APPROVING PURCHASE OF SHARES OF [NAME OF COMPANY]

DATE PASSED:

APPROVING PURCHASE OF SHARES OF [COMPANY NAME]

RESOLVED:

1. THAT the Company will purchase all the issued and outstanding Common Shares in the authorised capital stock of [NAME OF COMPANY] from the following sellers:

<u>Sellers</u>	<u>Number and Category of Shares</u>
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The whole subject to and substantially upon the same terms and conditions contained in a draught share purchase agreement amongst the Company and the above-listed sellers submitted to and reviewed by the board of directors of the Company (the "Share Purchase Agreement");

2. THAT the Company be, and it is hereby authorised to enter into the Share Purchase Agreement;
3. THAT any officer or director of the Company, acting alone, be and he is hereby authorised and directed for and on behalf of and in the name of the Company to execute and deliver the Share Purchase Agreement with such changes as he in his discretion may deem fit, his signature being conclusive proof of the execution of the Share Purchase Agreement by the Company, as well as to execute and deliver all such other deeds, documents, instruments in writing and to perform and do all such acts and things as he in his discretion may consider to be essential, appropriate or useful for the purpose of giving effect to this resolution.

We, the undersigned, hereby certify that [YOUR COMPANY NAME] is comprised [NUMBER] members, of whom [NUMBER], constituting *a quorum*, were present at a meeting duly and regularly called, noticed, convened and held this [DAY] day of [MONTH, YEAR], and that the foregoing Resolution was duly adopted at said meeting by the affirmative vote of [NUMBER] members, and opposed by [NUMBER] members, and that said Resolution has been duly recorded in the Minute Book and is in full force and effect.

DIRECTOR

DIRECTOR

DIRECTOR