

RESOLUTIONS OF THE DIRECTORS
OF
DIV_PAYER

DECLARATION OF DIVIDEND FROM GRIP ACCOUNT

BACKGROUND

- A. It is desirable for the Corporation to declare a dividend on its issued and outstanding Common Shares.
- B. Under subsection 89(14) of the *Income Tax Act*, R.S.C. 1985, c. 1 (5th Supp.) (the “Act”), the Corporation may designate a dividend as an “eligible dividend” for the purposes of the Act.
- C. The directors have no reason to believe that after the declaration and payment of the dividend herein that:
 - (1) the Corporation is or, after the payment, would be unable to pay its liabilities as they become due; or
 - (2) the realizable value of the Corporation’s assets would thereby be less than the aggregate of:
 - 1. its liabilities, and
 - 2. its stated capital of all classes of shares of the Corporation.
- D. The board of directors of the Corporation believes that the amount of the “general rate income pool” of the Corporation for the purposes of the Act will be at least grip_amount as at the end of the current taxation year and that the total amount of all eligible dividends paid or to be paid by the Corporation in the current taxation year will not exceed that amount.

RESOLVED THAT:

- 1. A dividend in the amount of \$div_amount on the issued and outstanding Common Shares of the capital of the Corporation is hereby declared payable on div_paydate to the holders of such shares of record at the close of business on record_date .
- 2. The board hereby determines that the dividend declared in paragraph 1 constitutes an eligible dividend for the purposes of the Act, and the board hereby directs any officer or director of the Corporation to notify in writing each person or partnership to whom the dividend is paid that it is an eligible dividend at the time it is paid.
- 3. The Secretary of the Corporation is hereby authorized and directed to do and perform all acts and things necessary or desirable to give effect to the foregoing resolutions.

In accordance with subsection 129(1) of the *Business Corporations Act*, R.S.O. 1990, c. B-16, the foregoing resolutions are signed by all the directors of the Corporation entitled to vote on the resolutions at a meeting of directors.

DATED January 1, 200*.

ACKNOWLEDGEMENT OF DIVIDEND RECIPIENTS

The undersigned, being all of the shareholders of the Corporation entitled to receive the dividend declared by the resolution set out above, acknowledge receipt of notification that the dividend is an eligible dividend for the purposes of the Act.

DATED January 1, 200*.
