



AMALGAMATION INTO A FOREIGN JURISDICTION

Business Corporations Act, section 284

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Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Business Corporations Act...

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink.

This form is to be used when applying to the registrar for authorization for a company (amalgamating company) to amalgamate to become a foreign corporation (the amalgamated foreign corporation).

Under section 284(1) of the Business Corporations Act (the act), one or more companies and one or more foreign corporations may amalgamate to form an amalgamated foreign corporation if,

- 1) the laws of each of the amalgamating foreign corporations' jurisdictions allow the amalgamation,
2) each amalgamating foreign corporation obtains the approval to the amalgamation required by its charter and otherwise complies with the laws of the foreign corporation's jurisdiction with respect to the amalgamation, and
3) each amalgamating company is authorized by its shareholders and by the registrar in accordance with this section to enter into the amalgamation.

Authorization by the registrar is conditional on the acceptance and filing of this form and on the company being in good standing by complying with section 51 (up to date on annual report filings) and section 120 (required number of directors) of the act.

If there is more than one company making an application for authorization for the same amalgamation, each company must make their application on separate forms.

Authorization for amalgamation expires 6 months after the date the letter of authorization is issued by the registrar.

Under section 286(1) of the act, once the company has been amalgamated to form an amalgamated foreign corporation, the amalgamated foreign corporation must promptly file with the registrar a copy of any record issued to it by the foreign jurisdiction to effect or confirm the amalgamation.

- Item B Enter the name as shown on the Certificate of Incorporation, Amalgamation, Continuation or Change of Name.
Item C Enter the name of the foreign jurisdiction that will be the home jurisdiction of the amalgamated corporation.
Item D Under section 285 of the act, a company must NOT amalgamate to become an amalgamated foreign corporation unless the laws of that foreign jurisdiction provide for the provisions listed in "Item D".
Item E Under section 284(7)(a) of the act, a company seeking to amalgamate to become an amalgamated foreign corporation must, before entering into the amalgamation, obtain and deposit in its records office an affidavit of one of its directors or officers that complies with section 277(2)(b) and that states that the authorization to the amalgamation required under 284(2) has been obtained.

Filing Fee: \$350.00 Submit this form with a cheque or money order made payable to the Minister of Finance, or provide the registry with authorization to debit the fee from your BC OnLine Deposit Account. Please pay in Canadian dollars or in the equivalent amount of US funds.

A INCORPORATION NUMBER OF COMPANY

B NAME OF COMPANY

C FOREIGN JURISDICTION

D I confirm that the laws of the foreign jurisdiction to which the amalgamated foreign corporation will be subject provide for the following:

- the property, rights and interests of the amalgamating company continue to be the property, rights and interests of the amalgamated foreign corporation,
• the amalgamated foreign corporation continues to be liable for the obligations of the amalgamating company,
• an existing cause of action, claim or liability to prosecution is unaffected,
• a legal proceeding being prosecuted or pending by or against the amalgamating company may be prosecuted or its prosecution may be continued, as the case may be, by or against the amalgamated foreign corporation, and
• a conviction against, or a ruling, or judgment in favour of or against, the amalgamating company may be enforced by or against the amalgamated foreign corporation.

E CERTIFIED CORRECT - I have read this form and found it to be correct.

I also confirm that the affidavit referred to in 284(7)(a) of the Business Corporations Act has been obtained and deposited in the company's records office.

NAME OF AUTHORIZED SIGNING AUTHORITY FOR THE COMPANY

SIGNATURE OF AUTHORIZED SIGNING AUTHORITY FOR THE COMPANY

DATE SIGNED

YYYY / MM / DD

X