

COMPANY NAME

The undersigned, being all the directors of COMPANY NAME (the "Company"), hereby consent in writing to passing the following resolutions.

WHEREAS the Board of Directors of the Company considers it to be in the best interests of the company to adopt an employee share ownership plan and register it under the *Employee Investment Act (BC)* in order to:

a. INSERT THE PURPOSES OF THE ESOP PLAN

BE IT RESOLVED that:

1. the Company hereby adopts the employee share ownership plan (the "Plan") dated INSERT DATE attached hereto and that any two directors or officers of the Company are hereby authorized and directed to execute the Plan on behalf of the Company and to affix the Company's seal thereto;
2. the Company apply to register the Plan under the *Employee Investment Act (BC)* (the "Act") and that any director or officer of the Company be and is hereby authorized to complete, execute and submit the required application for registration on behalf of the Company;
3. in conjunction with the application for registration of the Plan, the Company enter in the required form of escrow agreement (the "Escrow Agreement") with Royal Trust Corporation of Canada and that any director or officer of the Company be and is hereby authorized to execute the Escrow Agreement on behalf of the Company and to affix the Company's seal thereto; and
4. any director or office of the Company be and is hereby authorized to do or direct the doing of all such further acts and things as may be necessary from time to time to carry out the Company's obligations under the Plan and the Act.

DATED the ____ day of _____, _____

DIRECTOR'S NAME

DIRECTOR'S NAME

DIRECTOR'S NAME

DIRECTOR'S NAME