**BOARD RESOLUTION OF [YOUR COMPANY NAME]**

APPROVING AMENDMENT TO BY-LAWS AND AMALGAMATION

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The following resolution signed by the shareholders of [NAME OF YOUR COMPANY] (the “Company”), under the provisions of the [LAW IN YOUR COUNTRY] of [COUNTRY], where a solution signed by all the shareholders in writing entitled to vote will be equally as valid as if it had been adopted at a meeting, is therefore adopted and the present resolution will be considered to have been adopted as of [DATE].

# APPROVAL OF AMALGAMATION

WHEREAS all of the issued and outstanding shares of the Company and [COMPANY NAME] (“Service Provider”) are owned by [INDIVIDUAL NAME];

WHEREAS the Company and Service Provider have decided to amalgamate pursuant to the [YOUR COUNTRY LAW] of [COUNTRY Business Companies Act];

RESOLVED:

1. THAT the amalgamation of the Company and Service Provider under the [YOUR COUNTRY LAW] of, be and the same is hereby approved;
2. THAT the Company enter into an amalgamation agreement with Service Provider pursuant to the [YOUR COUNTRY LAW] of [COUNTRY] providing for the terms and conditions upon which Service Provider and the Company shall be amalgamated, substantially in the form of Schedule [SPECIFY] hereto;
3. THAT the articles of amalgamation of the amalgamated company shall be in the form of Schedule [SPECIFY] hereto, which are substantially similar to the articles of incorporation of Service Provider;
4. THAT upon the issuance of a Certificate of Amalgamation pursuant to the [YOUR COUNTRY LAW] of [COUNTRY], the [NUMBER] issued and outstanding Class “A” share of the capital stock of the Company at the date hereof, be and the same is hereby converted into [NUMBER] issued and outstanding Class A common share in the capital stock of the amalgamated company;
5. THAT subject to the issuance of such Certificate of Amalgamation, the stated capital of the issued and outstanding Class “A” share of the Company shall be added to the stated capital of the issued and outstanding Class A common shares of Service Provider, and shall be attributed to the Class A common shares of the amalgamated company;
6. THAT the by-laws of the amalgamated company shall be the by-laws of Service Provider;
7. THAT the sole director of the amalgamated company shall be [INDIVIDUAL NAME];
8. THAT any officer or director of the Company be and he is hereby authorised to sign articles of amalgamation substantially in the form of the articles of amalgamation, appended to this resolution as Schedule [SPECIFY] and initialled by the President of the Company for identification;
9. THAT any officer or director be and he is also authorised to sign the Amalgamation Agreement and such other documents and to do such things as he, in his discretion, may deem necessary or advisable to give effect to this resolution.

It is hereby certified by the undersigned that the foregoing resolution was duly passed by the Board of Directors of the above-named Company on the [DAY] day of [MONTH, YEAR], in accordance with the Memorandum or By-Laws and Articles of Incorporation of the Company and the laws and by-laws governing the Company and that the said resolution has been duly recorded in the Minute Book and is in full force and effect.

[DIRECTOR]

[DIRECTOR]

[DIRECTOR]