CONFIRMATION OF ALMAGAMATION BY-LAW

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This Confirmation of Almagamation By-Law (the “Agreement”) is made and effective on [DATE],

**BETWEEN: [NAME OF YOUR COMPANY]** (the "Company"), a company organised and existing under the laws of the [STATE/PROVINCE] of [COUNTRY]. Head office location:

[YOUR COMPLETE ADDRESS]

**AND:** **[NAME OF FIRST SHAREHOLDER]** (the "First Shareholder"), an individual with his address located at OR a company organised and existing under the laws of the [STATE/PROVINCE] of [COUNTRY], with its head office located at:

[COMPLETE ADDRESS]

**AND:** **[SECOND SHAREHOLDER NAME]** (the "Second Shareholder"), an individual with his main address located at OR a company organised and existing under the laws of the [STATE/PROVINCE] of [COUNTRY], with its head office located at:

[COMPLETE ADDRESS]

**AND:** **[THIRD SHAREHOLDER NAME]** (the "Third Shareholder"), an individual with his main address located at OR a company organised and existing under the laws of the [STATE/PROVINCE] of [COUNTRY], with its head office located at:

[COMPLETE ADDRESS]

The following resolutions signed by all the shareholders of [YOUR COMPANY NAME], (the “Company”), under the provisions of the Companies Act of [STATE/PROVINCE], whereby, in writing, a resolution is signed by all the shareholders permitted to vote on it will be equally as valid as if it had been adopted at a meeting, is adopted herein and the current resolution will be considered to have been adopted as of [DATE].

WHEREAS a By-Law of Amalgamation, in the form appended hereto as Appendix “A”, was enacted by the directors of the Company by signed resolution of the board of directors dated as of [DATE] approving the Amalgamation Agreement between [COMPANY NAME] and the Company dated [DATE] and authorising the amalgamation of the Company with [COMPANY NAME] and the filing of articles of amalgamation;

WHEREAS a copy of the text of the By-Law of Amalgamation has been delivered to the shareholders of the Company for their consideration;

**RESOLVED:**

THAT the By-Law of Amalgamation, providing for the amalgamation of the Company and [COMPANY NAME], as enacted by the directors on [DATE] and in the form appended hereto as Appendix “A” be and it is hereby confirmed, sanctioned and ratified, without variation.

IN WITNESS WHEREOF, each party to this agreement has caused it to be executed at [PLACE OF EXECUTION] on the date indicated above.

COMPANY FIRST SHAREHOLDER

Authorised Signature Authorised Signature

Print Name and Title Print Name and Title

SECOND SHAREHOLDER THIRD SHAREHOLDER

Authorised Signature Authorised Signature

Print Name and Title Print Name and Title

**APPENDIX A**

**BY-LAW OF AMALGAMATION**