

Corporate Resolution

Notes:

1. The Secretary who certifies this resolution must be an officer OTHER THAN the person(s) authorized to execute the assignment for securities.
2. This sample cannot be used by an incorporated company which only has a sole officer and sole director, or by a sole proprietorship. Please use the sample "Corporate Resolution of Sole Director" in those circumstances.
3. The Secretary must sign in only one of the two boxes below, depending if there is a corporate seal or not.

Resolution of _____ ("the Corporation")
(insert full name of Corporation)

On motion duly made and seconded, it was unanimously resolved that:

*(Please insert the appropriate officer title(s), such as "the President alone",
"the President and Secretary" or "any TWO of the President, Chief Financial Officer and Secretary")*

be and they are hereby authorized on behalf of the Corporation to accept, sell and convey, assign, transfer, or otherwise dispose of all or any share, stocks, bonds, debentures, debenture stock and other securities of every description now or hereafter registered in the name of the Corporation or held or owned by the Corporation and to sign and execute on behalf of the Corporation all and any instruments of acceptance and transfer and other documents whenever necessary or proper to effectuate the same with full power to appoint any attorney or attorneys with full power of substitution therein, and that any and all instruments of acceptance and transfer and other documents in connection therewith heretofore signed and executed on behalf of the Corporation in accordance with the authority set out above are hereby ratified and confirmed.

Certificate

I, the undersigned Secretary of _____ ("the Corporation") incorporated
(insert full name of Corporation)
under the laws of the Province of _____ hereby certify that the foregoing is a true and correct copy of a Resolution duly passed at a meeting of the Directors of the Corporation on the _____ day of _____, 20__ and that the said Resolution is still in full force and effect and does not conflict with the bylaws of the Corporation. I further certify that the following is a list together with specimen signatures of all Directors, officers and employees of the Corporation authorized by this resolution:

Print Name	Title	Specimen Signature

(complete the above table showing specimen signatures of all Directors, officers and employees of the Corporation authorized by this resolution)

Dated this _____ day of _____, 20__.

Affix corporate seal (if no seal exists, certify below)

Secretary signature

Print name of Secretary

OR

I hereby certify that there is no corporate seal.

Secretary signature

Print name of Secretary