



**BOARD OF DIRECTORS
CORPORATE RESOLUTION - RATIFYING INDEMNITY**

At a _____ Meeting of the Board of Directors of the
(Regular or Special)

(Name of the Company Indemnifying)

(hereinafter called Company), duly called and held on the _____ day of _____ 20_____

a quorum being present the following Preambles and Resolutions were adopted:

WHEREAS, the _____ and/or
(Name and Title)

_____ of this Company have executed a certain Indemnity
(Name and Title)

Agreement on behalf of

(Name of Principal)

In favour of THE GUARANTEE COMPANY OF NORTH AMERICA dated _____ of 20_____.

Protecting it in connection with its assuming suretyship as more fully described therein, said Indemnity Agreement having been read at this meeting and fully considered and approved by the directors present; and

WHEREAS, the said Indemnity Agreement has been accepted by THE GUARANTEE COMPANY OF NORTH AMERICA upon the warranty of the said officers that this Company has such an interest in said suretyship as to empower it to make said Indemnity Agreement.

NOW, THEREFORE, BE IT RESOLVED that the aforesaid warranty that this Company has such an interest in said Suretyship as to empower it to make said Indemnity Agreement be, and it is hereby, ratified and confirmed as the warranty of this Company.

BE IT FURTHER RESOLVED that the acts of the said officers in executing the said Indemnity Agreement on behalf of this Company be, and they are hereby, unanimously ratified and confirmed as the acts of this Company.

BE IT FURTHER RESOLVED that the officers having power to sign and execute documents on behalf of the Company be and they are hereby authorized and empowered to execute any and all amendments to said Indemnity Agreement; and to execute any other or further Agreements to any such bond or bonds, undertaking or undertakings or to any collateral that may have been deposited with THE GUARANTEE COMPANY OF NORTH AMERICA in connection therewith, and to take any and all other actions that may be requested or required by THE GUARANTEE COMPANY OF NORTH AMERICA in the premises.

I, _____

of the _____
(Name of Company Indemnifying)

have compared the foregoing preambles and resolutions with the original thereof, as recorded in the Minute Book of said Company, and do certify that the same are correct and true transcripts there from, and of the whole of said original preambles and resolutions.

The Title of the officers authorized to execute documents on behalf of this Company are:

Given under my hand and the seal of the Company, in

the City of _____

Province of _____

this _____ day of _____ 20_____

Witness: _____