

# Director Consent

## Form

TO ACT AS DIRECTOR AND DECLARATION OF CANADIAN RESIDENCY

TO \_\_\_\_\_ (THE CORPORATION)

I hereby consent to act as a director of the Corporation. I also hereby consent, pursuant to the provisions of the by-laws, to the holding of meetings of the board of directors by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. This consent shall continue in effect from year to year so long as I am reelected to the board, but in the event I revoke the same or resign from the board, this consent shall cease to have effect from the effective date of such revocation or resignation.

I hereby:

1. acknowledge and declare that I am a "resident Canadian" which is defined in the Canada/Ontario Business Corporations Act (the "Act") as being:

(a) a Canadian citizen ordinarily resident in Canada;

(b) a Canadian citizen not ordinarily resident in Canada who is a member of a prescribed class of persons, or

(c) a permanent resident within the meaning of the Immigration Act (Canada) and ordinarily resident in Canada, except a permanent resident who has been ordinarily resident in Canada for more than one year after the time at which he first became eligible to apply for Canadian citizenship;

2. undertake to advise the Corporation in writing of any change in such citizenship, residence or status of lawful admission for permanent residence forthwith after such change; and

3. acknowledge that the Corporation will rely upon the foregoing consent, declaration and undertaking for the purpose of ensuring compliance by the Corporation with the provisions of the Act.

Signature \_\_\_\_\_

Date \_\_\_\_\_

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