

RESOLUTION OF THE DIRECTOR

OF

SHARED INC.

(the Corporation)

REDEMPTION OF CLASS B SHARES

WHEREAS:

- (A) Pursuant to the provisions attaching to the Class B shares of the Corporation, the Corporation may redeem at any time any Class B shares at an amount equal to 100% of the amount paid for such shares (the **Redemption Price**) together with any declared and unpaid dividends and no more for such Class B shares to be redeemed.
- (B) On December 31, 2014, a dividend in the aggregate amount of \$2,460,000 was declared on the Class B shares of the Corporation and there is still a balance owing to be paid to one of the holders of the Class B shares for this dividend declared as set out in the attached Schedule A (the **Outstanding Dividend Balance**).
- (C) It is desirable to redeem all of the issued and outstanding Class B shares held in the capital of the Corporation, being an aggregate of 400 Class B shares (collectively, the **Class B Shares**), registered in the names of the shareholders as set out in the attached Schedule A (collectively, the **Class B Shareholders**).
- (D) There are not reasonable grounds for believing that either:
 - (i) the Corporation is or, would after payment, be unable to pay its liabilities as they become due; or
 - (ii) the realizable value of the Corporation's assets, after payment, would thereby be less than the aggregate of the Corporation's liabilities and the amount that would be required to pay the holders of shares that have a right to be paid on a redemption, rateably with or prior to the holders of the Class B shares of the Corporation.

RESOLVED THAT:

- 1. In accordance with the Articles, the Corporation do redeem all of the Class B Shares registered in the name of the Class B Shareholders as set out in the attached Schedule A.
- 2. The Corporation do pay to the Class B Shareholders the Redemption Price together with the Outstanding Dividend Balance, if applicable, as set out in the attached Schedule A.
- 3. Any officer or the director of the Corporation be and is hereby authorized to do all things and execute, deliver or file all instruments, elections and documents necessary or desirable to carry out and complete the transactions hereby approved and authorized.

THIS RESOLUTION may be signed and transmitted by electronic means.

[Signature page follows]

THE UNDERSIGNED, the sole director of the Corporation, hereby signs the foregoing resolution in accordance with the provisions of the *Canada Business Corporations Act*.

DATED this _____ day of February, 2017.

James M. Walker

SCHEDULE A

Name of Shareholder	Number of Class B Shares Held	Redemption Price	Outstanding Dividend Balance
4399871 Canada Inc.	300 Class B Shares	\$300.00	\$ [TBD] <u>0.00</u>
4336607 Canada Inc.	100 Class B Shares	\$100.00	\$ [TBD] <u>303,140.00</u>
TOTALS	400 Class B Shares	\$400.00	\$[TBD]<u>303,140.00</u>

RECEIPT AND ACKNOWLEDGEMENT

TO: SHARED INC. (the Corporation)

The undersigned, being the registered and beneficial holder of 300 Class B shares of the Corporation does hereby:

- (i) sell, transfer and assign to the Corporation for redemption all of its right, title and interest in 300 issued and outstanding Class B shares (the **Shares**) registered to the undersigned in the capital of the Corporation and hereby irrevocably constitutes and appoints the Secretary of the Corporation attorney to redeem the said Shares on the books of the Corporation in this matter;
- (ii) waive its right to receive notice of the intention of the Corporation to redeem the Shares in the capital of the Corporation;
- (iii) acknowledges receipt of the following payments as consideration for the redemption of the Shares:
 - (a) \$300.00 for the redemption price of the Shares, being at an amount equal to 100% of the amount paid for such Shares; and
 - ~~(b) \$_____ for the balance owing to be paid to the undersigned of the Shares for the dividend declared on December 31, 2014 in the aggregate amount of \$2,460,000; and~~
- (iv) such payments shall satisfy in all respects, now and at all times in the future, any and all consideration payable to the undersigned with respect to such redemption.

~~[Signature page follows]~~ DATED this _____ day of February, 2017.

4399871 CANADA INC.

Per:

Name: James M. Walker

Title: President

RECEIPT AND ACKNOWLEDGEMENT

TO: SHARED INC. (the Corporation)

The undersigned, being the registered and beneficial holder of 100 Class B shares of the Corporation does hereby:

- (i) sell, transfer and assign to the Corporation for redemption all of its right, title and interest in 100 issued and outstanding Class B shares (the **Shares**) registered to the undersigned in the capital of the Corporation and hereby irrevocably constitutes and appoints the Secretary of the Corporation attorney to redeem the said Shares on the books of the Corporation in this matter;
- (ii) waive its right to receive notice of the intention of the Corporation to redeem the Shares in the capital of the Corporation;
- (iii) acknowledges receipt of the following payments as consideration for the redemption of the Shares:
 - (a) \$100.00 for the redemption price of the Shares, being at an amount equal to 100% of the amount paid for such Shares; and
 - (b) \$ 303,140.00 for the balance owing to be paid to the undersigned of the Shares for the dividend declared on December 31, 2014 in the aggregate amount of \$2,460,000; and
- (iv) such payments shall satisfy in all respects, now and at all times in the future, any and all consideration payable to the undersigned with respect to such redemption.

~~[Signature page follows]~~ DATED this _____ day of February, 2017.

4336607 CANADA INC.

Per:

Name: Robert M. Walker

Title: President