




# Corporate Guarantee Resolution

RESOLUTION passed by the Board of Directors of \_\_\_\_\_ (“the Corporation”) on the \_\_\_\_\_ day of \_\_\_\_\_ .

RESOLVED:

1. THAT the Corporation guarantee the indebtedness of \_\_\_\_\_ to ATB Financial, previously Alberta Treasury Branches (“ATB”).
2.  THAT \_\_\_\_\_ be and \_\_\_\_\_ hereby authorized for and on behalf of the Corporation:
  - (a) to execute and deliver to ATB a Continuing Guarantee in such form, with or without seal, and containing such terms and conditions as ATB requires;
  - (b) as additional and collateral security for the said Continuing Guarantee, to give or furnish to ATB all such securities and promises as ATB requires and to execute with or without seal all mortgages, hypothecations, charges, pledges, conveyances, debentures, assignments and transfers to or in favor of ATB of all or any property, real or personal, moveable or immoveable, owned by the Corporation or in which it may have an interest, and any other documents or contracts necessary to give or furnish to ATB the security or securities required by ATB, and without limiting the generality of the foregoing, all or any book debts due or growing due, stocks, bonds, warehouse receipts, bills of lading, insurance policies, promissory notes, bills of exchange and securities of all kinds.
3. THAT all guarantees, agreements, securities, documents and instruments purporting to be signed, made, drawn, accepted, executed or endorsed as hereinbefore provided shall be valid and binding upon the Corporation.
4. THAT the Corporation will comply with all notice requirements at the times and in the manner as required under Section 45 (previously section 42) of the *Business Corporations Act* (Alberta).
5. THAT ATB be furnished with a certified copy of this Resolution and a list of the names of the directors and officers of the Corporation, and other persons authorized to sign for it, together with specimens of their signatures and that the said list shall be binding on the Corporation until written notice to the contrary or of any changes therein has been given to ATB.

## Certificate

TO: ATB

I/WE, being the Director(s) of the Corporation hereby certify as follows:

1. The foregoing is a true copy of a Resolution unanimously passed by the Director(s) of the Corporation on the date first set forth above and which remains in full force and effect;
2. There are no provisions in the Articles or By-Laws of the Corporation, or in any unanimous shareholder agreement, which restrict, limit or regulate in any way the powers of the Corporation to guarantee repayment of the indebtedness of \_\_\_\_\_, to ATB, and to issue, sell or pledge debt obligations of the Corporation, and to create security interests by way of Mortgage, Hypothecation, Pledge or otherwise covering all or any of the property and assets of the Corporation, present and future, as security for its aforesaid guarantee.



3. The Corporation will comply with all notice requirements at the times and in the manner as required under Section 45 (previously section 42) of the *Business Corporations Act* (Alberta).

This Certificate shall remain in force and shall be binding upon the Corporation as regards any and all of its dealings with ATB until a Certificate repealing or replacing this Certificate has been received by ATB.

This Corporate Guarantee Resolution and Certificate may be executed electronically; this Corporate Guarantee Resolution and Certificate may be delivered by email, facsimile or other functionally-equivalent electronic means.

DATED at \_\_\_\_\_, Alberta, this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director