

**Agreement/Resolution***(For use by corporations, associations, lodges and other organizations)*

Account Number

Name of Organization

Primary Business of Organization

To: CIBC Investor Services Inc. ("CIBC Investor Services")

For this Organization, there are:

- ____ Officer(s)
- ____ Director(s)
- ____ Beneficial Owner(s) of, or that exercise(s) direct or indirect control or direction of 25% or more of the Organization

The corporation, association, lodge or organization named above (the "Organization") has or will be applying for a CIBC Investor Services account.

I. Agreement

In exchange for CIBC Investor Services opening (or if already opened, continuing) an account (the "Account") for the Organization, the Organization agrees that all transactions for the Account will be governed by the CIBC Investor Services Customer Agreement and any other supplemental agreements (the "Customer Agreement") and the following terms:

1. Authority

Each of the Organization's Officers noted in section III below is authorized for and on behalf of the Organization to perform the functions as set out below:

a) Operating Instructions

The Organization agrees that any one of the Officers has the authority to give, and CIBC Investor Services may act on, written, faxed or verbal instructions regarding certain operational matters. **For the protection of the Organization, CIBC Investor Services will assign to it a password and will disclose it only to Officers. Each Officer by signing below agrees to keep the password confidential. CIBC Investor Services may act on verbal instructions in respect of any of the matters listed below whenever a person identifies him or herself as an Officer and gives the appropriate password notwithstanding such other person was merely purporting to be the Officer identified, and the organization indemnifies CIBC Investor Services for any loss liability or expense (including reasonable legal fees as a result of compliance with such instructions.**

Verbal instructions may be accepted for the following transactions:

- i) instructions with respect to purchases and sales (including short sales) in securities;
- ii) instructions with respect to purchases on margin, upon the credit of the Organization (if applicable);
- iii) instructions with respect to purchases and sales of options (if applicable);
- iv) confirmation of trade executions;
- v) instructions regarding transfers of funds between CIBC Investor Services and Canadian Imperial Bank of Commerce, provided a written Transfer of Funds form has been properly executed and delivered to CIBC Investor Services;
- vi) instructions for the deposit of securities or money to the Account, or instructions for the withdrawal of funds or securities from the Account.

b) Other Instructions

The Organization agrees that any one of the Officer(s) has the authority to sign any of the documents listed below or give written instructions for the following transactions and CIBC Investor Services may act on them. Such authority includes:

- i) the execution and delivery of CIBC Investor Services of the appropriate Transfer of Funds form;
- ii) the execution on behalf of the Organization of releases, powers of attorney and/or other documents in connection with the Account;
- iii) the giving of instructions to settle, compromise, adjust and give releases with respect to any claims, demands or disputes;
- iv) receiving requests and demands for payment or securities due, receiving notices of intention to sell or purchase and such other notices and demands as may from time to time become necessary in the operation of the Account;

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- v) the execution and delivery to CIBC Investor Services of the Customer Agreement and all other documentation that may be required, now or in the future in order to open or operate the Account and make such amendments or to sign such other document as may be necessary to give effect; and
 - vi) generally the authority to do and take all actions as are deemed by such partner to be necessary or proper in connection with transactions in securities for and on behalf of the Organization.
- c) Notwithstanding the foregoing, CIBC Investor Services reserves the right to require instructions from more than one Officer for any reason in its sole discretion.

2. Privacy

The services or other activities performed by CIBC and the CIBC group of companies (including CIBC Investor Services) involve the handling of the personal information of individuals the Organization provides or makes available to us, including any owners, directors, principals, employees, partners or guarantors ("Individuals"). CIBC and the CIBC group of companies handles such personal information as described in CIBC's privacy policy, available at any banking centre or online at www.cibc.com/privacy. The Organization confirms that (1) the Organization has all requisite consents or other authority to provide such personal information to CIBC and the CIBC group of companies in compliance with applicable laws, (2) the Organization has otherwise met all applicable legal requirements needed for CIBC and the CIBC group of companies to handle Individuals' personal information as described above, including by providing them with a copy of the CIBC privacy policy, and (3) CIBC and the CIBC group of companies are hereby authorized to handle all Individuals' personal information as described herein and any related materials.

3. Confirmation of Instruction

CIBC Investor Services may request that an Officer provide written instructions signed by that Officer prior to completing a transaction in respect of the Account and CIBC Investor Services will not be liable for any loss that may result from such delay.

Organization Name

Per

Per

II. Resolution

To: CIBC Investor Services Inc. ("CIBC Investor Services")

Certified copy of a resolution passed by the directors, members, trustees or officers of the Organization authorizing the establishment and maintenance of trading accounts with CIBC Investor Services.

On motion duly made, seconded and carried, the following resolution was passed:

Be it resolved that:

1. The Organization establish and maintain the above noted account, and enter into the Customer Agreement and the above Agreement;
2. The Officers of the Organization be given the authority as outlined above;
3. This resolution will remain in force and be binding upon the Organization until a copy, certified by an Officer noted in section III below, of a resolution repealing or replacing this resolution has been received by CIBC Investor Services;
4. All acts and things done and documents executed on behalf of the Organization may be relied upon by CIBC Investor Services and will be valid and binding upon the Organization, whether or not any seal of the Organization has been affixed to any such document.

To be completed by a corporation – Associations, Lodges and other organizations, please continue on next page.

We hereby certify that:

The foregoing is a true copy of a resolution passed by the Board of Directors of the Organization on the _____ day of _____, _____ and recorded in the minute book of the proceedings of the said Board of Directors, and that the resolution is now in full force and effect.

Dated this _____ day of _____, _____.

X

Signature of Authorized Corporate Representative

X

Signature of Secretary

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To be completed by associations, lodges and other organizations

The undersigned officers of the Organization hereby certify that:

The foregoing is a true and correct copy of a resolution passed by the Organization duly and regularly passed at a meeting of the

members, trustees or officers of the Organization; and held on the _____ day of _____ , _____

in accordance with the constituting documents of the Organization, all as set forth in the Minute Book of the proceedings of the Organization, and that the resolution is now in full force and effect.

Dated this _____ day of _____ , _____ .

X _____
Signature of Principal Officer

X _____
Signature of Secretary

Account Number

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Director Information – Complete this section for all Directors of the organization.

Legal Name

Preferred Name

Email Address

☐ Check here if the above-named Director is an Officer or Beneficial Owner, and the following information has already been collected.

Address

City

Province/Foreign Information

Country

Postal Code

Employment Information

Type of Business

Occupation

Director Information – Complete this section for all Directors of the organization.

Legal Name

Preferred Name

Email Address

☐ Check here if the above-named Director is an Officer or Beneficial Owner, and the following information has already been collected.

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Officer and Beneficial Owner Information

Complete this section for all Officers of the Organization with authority on this account as outlined above, and any individual who is the Beneficial Owner of, or exercises direct or indirect control or direction of 25% or more of the Organization. Please check all boxes that apply.

☐ Officer ☐ Beneficial Owner

Legal Name

Preferred Name

Address

City

Province/Foreign Information

Country

Postal Code

Date of Birth (mm/dd/yyyy)

Primary Telephone Number

Email Address

Canadian Citizenship

☐ Yes ☐ No

If No, what is your country of citizenship?

Common Reporting Standard (CRS) and Foreign Account Tax Compliance Act (FATCA) Tax Residency – For Beneficial Owners Only

CIBC Investor Services is required to collect the client's tax residency information (SIN/SSN/TIN) in order to comply with its legal and tax reporting obligations under certain tax legislation related to the implementation of CRS, FATCA and similar requirements in the United Kingdom and Caribbean.

Information provided by you regarding your tax residency may be reported to the relevant government tax authorities in accordance with applicable law. Please indicate the country or countries in which you are a resident for tax purposes:

Country of Tax Residency

Social Insurance Number (SIN)/Taxpayer Identification Number (TIN)/
Social Security Number (SSN)

Are you a U.S. Person (such as a resident or citizen) for tax purposes? ☐ Yes ☐ No

Employment Information

Employer's Name

Type of Business

Occupation

Address

City

Province/Foreign Information

Country

Are you, your spouse, any person(s) living in the same home, trading authority, or anyone who exercises influence on this account an Investment Industry Professional? ☐ Yes ☐ No

Are you an insider of a reporting issuer or any other issuer whose securities are publicly traded? ☐ Yes ☐ No

If Yes, list below

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Agreement/Resolution
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Employment Information (continued)

Do you alone or as part of a group hold more than 20% or have a control block of a reporting issuer or any other issuer whose securities are publicly traded?

☐ Yes ☐ No

If Yes, list below

Primary Financial Institution for Officers and Beneficial Owners - Required only if client's identification was not verified at the Banking Centre.

Financial Institution

Bank Transit

Bank Account Number

Financial Institution Contact Name

Identity Verification

To verify your identity and protect against fraud, we will validate your information with a credit bureau. Credit bureaus may use and disclose your information to maintain their consumer reporting database.

Authorization

As required by Canadian law, I declare that the tax residency information and U.S. citizenship status provided (including any Tax Identification Number) are, to the best of my knowledge and belief, correct and complete. If any of this information changes, I will provide CIBC Investor Services with the updated information within 30 days. Failure to provide satisfactory self-certification of tax residency or U.S. citizenship status may result in my account information being reported to the relevant tax authority and I may be subject to a penalty under the *Income Tax Act*.

Date (mm/dd/yyyy)

X

Signature

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