

Certified Resolution Passed by the Board of Directors of  
dated .

(the "Corporation")

WHEREAS, the Corporation desires to open a trading account for the purpose of engaging in investment activities;

WHEARAS, the Corporation has identified AXIORY as a suitable provider of investment services;

WHEREAS, the Corporation acknowledges that AXIORY is operated by Axiory Global Ltd.;

WHEREAS, the Corporation understand that the terms and conditions governing the trading account, including the specific legal entity under which the account will be opened, has been provided to the Corporation for review and acceptance prior to the account opening;

**NOW, THEREFORE, BE IT RESOLVED:**

- (1) That authority be and is hereby given to the Corporation to open a trading account with AXIORY, and to operate the said account in accordance with the terms and conditions for operating a trading account with AXIORY.
- (2) That the following person(s) is/are designated by the Corporation as its Trading Officer(s):

Full Name	Position	Signature

- (3) That the Trading Officers shall have full trading authority of the Corporation for purposes of operating the trading account with AXIORY. The Trading Officer(s) is/are hereby authorized and empowered on behalf of the Corporation to:
  - a. To open an account with AXIORY for the purpose of AXIORY 's carrying, clearing, and settling all financial instrument transactions undertaken by the Corporation;
  - b. To buy and sell financial instrument positions for present delivery, on margin or otherwise, the power to sell including the power to sell "short";
  - c. To deposit with and withdraw funds for the purchase or sale of financial instruments;
  - d. To receive requests and demands for additional margin, notices of intention to sell or purchase and other notices and demands of whatever character;

- e. To receive and confirm the correctness of notices, confirmations, requests, demands and confirmations of every kind;
  - f. To place oral orders with any authorized representative of AXIORY for the execution of financial instrument transactions on behalf of the Corporation on any marketplace AXIORY is permitted to effect transaction on;
  - g. To pay AXIORY all fees, commissions and mark ups or downs incurred in connection with any such transactions and all amounts as may be requested by AXIORY formative to time as margin or equity for the Corporation's account;
  - h. To settle, compromise, adjust and give releases on behalf of this Corporation with respect to any and all claims, disputes and controversies;
  - i. To otherwise perform all terms and provisions of the terms and conditions of AXIORY, and to take any other action relating to any of the foregoing matter;
- (4) That AXIORY shall be entitled to act and rely upon the actions, orders and trading instructions of the Trading Officer(s) taken or given in accordance with these resolutions without making or continuing any investigations or inquiries into the propriety of such actions, orders and instructions.
- (5) That AXIORY may deal with any and all persons directly or indirectly by the foregoing resolution empowered, as though they were dealing with the Corporation directly.
- (6) That this resolution shall remain in full force and effect and be binding upon the Corporation until AXIORY has received written notification, in form and substance satisfactory to them, that this resolution has been repealed or replaced.
- (7) That in the event of any change in the office or powers of persons hereby empowered, the Corporation shall certify such changes to AXIORY in writing in form and substance satisfactory to them, which notification, when received, shall be adequate both to terminate the powers of the person theretofore authorized, and to empower the person thereby substituted.
- (8) That the Corporation agrees to indemnify and hold harmless AXIORY, its employees, affiliates and associates from any and all loss, damage or liability incurred because of any of the representations or warranties made above shall not be true and correct or any of the agreements entered into between the corporation and AXIORY shall not have been fully performed by the Corporation
- (9) The Corporation acknowledges that the Corporation and its Trading Officer(s) or employees are solely responsible for making all investment decisions of the Corporation. The Corporation further acknowledges that AXIORY, its employees, associates and affiliates:
- a. will not provide any recommendations or advice to the Corporation or its Trading Officer(s);
  - b. will not consider the Corporation's financial situation, investment knowledge, investment objectives and risk tolerance when accepting orders from the Corporation or its Trading Officer(s); and

- c. will not be responsible for determining whether trades are suitable for the Corporation when accepting orders from the Corporation or Trading Officer(s).

**Certification and Undertaking:**

I, the undersigned, do hereby certify that at a meeting of the Board of Directors of the Corporation, held in accordance with its charter and by-laws on the date at which a quorum was at all times present and acting, the attached resolutions were duly adopted, that said resolutions have not been amended, rescinded or revoked and are in no way to conflict with any of the provisions of the charter or by-laws of the Corporation.

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Signature of President or Secretary

Full name:

Date:

**SEAL**