



RESOLUTION N° 2

Resolution N° 2 approving the windup and dissolution of the Society and the distribution of the remainder of its property

WHEREAS after the Effective Date, the Society will cease all copyright collective management activity and will be in liquidation and dissolution;

AND WHEREAS after the Effective Date, the Society will pay its debts and the distribution of the remainder of its property in accordance with a distribution agreement and will dissolve it and then file the articles of dissolution with Corporations Canada.

BE IT RESOLVED THAT:

1. The Distribution Agreement, a summary of which is attached to this resolution and all documents, instruments or indemnities on behalf of the Society that may be necessary or desirable to complete the transaction contemplated in the Distribution Agreement, are hereby approved and authorized. Moreover, the distribution by the Society of the remainder of its assets to the SPACQ Foundation is hereby approved and authorized;
2. the Dissolution clauses in the attached document are accepted and approved;
and
3. The Chair of the Board, or in case of incapacity, any other officer of the Society is authorized and charged to take all the necessary measures, including at its sole discretion, to negotiate, finalize in the spirit of what is described in this resolution, then execute and deliver, sign or cause to be executed the documents described in this resolution including any modifications deemed desirable and also deliver all other documents, certificates, instruments, deeds and other instruments, all in order to give effect to this resolution.