

## **Certificate**

I, Stephanie McCarthy, Assistant Secretary of National Trust Company (the "Corporation"), hereby certify the following to be a true copy of a resolution passed by the Board of Directors of the Corporation at a meeting held on June 21, 2007, said resolution being in full force and effect unamended as at the date hereof:

**“RESOLVED:**

**THAT** National Trust Company (the "Corporation") appoint the following officers:

Central Mortgage Unit Manager Montreal, Scotiabank  
Central Mortgage Unit Assistant Manager, Scotiabank  
Central Mortgage Unit Mortgage Officer, Scotiabank  
Central Mortgage Unit Float Officer, Scotiabank  
Secretary, MontroServices Corporation  
Treasurer, MontroServices Corporation  
Assistant Secretary, MontroServices Corporation  
Assistant Treasurer, MontroServices Corporation  
Assistant Manager, MontroServices Corporation  
Mortgage Administrator, Discharges, MontroServices Corporation

each of them acting alone, to be the sufficient and lawful attorney for and in the name of the Corporation to do all or any of the following things:

1. (a) grant total or partial discharges, releases, acquittances, mainlevées, assignments and cessions of priority or postponement of all or any mortgages, movable and immovable hypothecs, prior claims, rights of taking in payment, rights of possession, charges or other security or rights which may from time to time be held by the Corporation (hereafter collectively called "security") in connection with any property, movable or immovable, tangible or intangible (hereafter collectively called "property"), the whole upon such terms and conditions and for such consideration or without consideration, as the attorney alone may decide;
- (b) transfer, assign, sell, retrocede or give subrogation of any claim of the Corporation as well as of any security related thereto, upon such terms and conditions and for such consideration, or without consideration, as the attorney alone may decide;
- (c) acquire by sale, including judicial sale and sale by judicial authority, giving in payment, transfer, cession or otherwise any property as security or in exercise of a security or for the purpose of protecting the Corporation's claim against the owner of any such property, and alienate, sell or otherwise dispose of such

property, the whole upon such terms and conditions and for such consideration or without consideration, as the attorney alone may decide;

- (d) retrocede or sell any security or property given to the Corporation as security, upon such terms and conditions and for such consideration or without consideration, as the attorney alone may decide;
  - (e) consent to deeds of servitude, declaration of co-ownership and plans of subdivision, cancellation, redivision or correction with respect to property in which the Corporation has a security or acquired by the Corporation for any of the purposes referred to in paragraph (c) above;
  - (f) release any debtor or guarantor upon such terms and conditions and for such consideration or without consideration, as the attorney alone may decide; and
  - (g) receive and acknowledge receipt of monies payable to the Corporation.
2. grant all renewal agreements, deeds of extension of delay for payment and other documents and instruments incidental to the management and administration of any claim of the Corporation and of any security and generally exercise and enforce all rights created in favour of the Corporation under any security, the whole upon such terms and conditions and with or without consideration, as the attorney alone may decide;
  3. for and on behalf of the Corporation acting as lessor, lessee or sub-lessee make leases or sub-leases of any property, assign or accept assignments of leases or sub-leases with or without novation and renew, terminate, extend or modify any such leases or sub-leases, the whole for such rental and upon such other terms and conditions as the attorney alone may decide;
  4. where the Corporation has been appointed by the owner of any property subject to any security in favour of the Corporation as the attorney of such owner for the sale, alienation or other disposition of such property, sell, alienate or otherwise dispose of such property as such attorney on such terms and conditions and for such consideration as the attorney alone may decide, subject only to the conditions, if any, of the Corporation's appointment by the owner;
  5. sign and execute any and all deeds, instruments and other documents, notarial or otherwise, which the attorney alone may deem advisable to give full force and effect to the present resolution and to make proof thereof under the laws of the Province of Quebec;
  6. (a) represent the Corporation before any court, including the small claims division thereof, board, commission or other judicial or quasi-judicial body sitting in the Province of Quebec and make and sign any declaration legally required of the Corporation, including any garnishee's declaration, and in connection with all

deeds of loan and hypothec executed on behalf of the Corporation, including loans secured by deeds of hypothec on movable and/or immovable property located in Quebec, and all accessory deeds and instruments relating thereto; and

- (b) attend and bid at any judicial or other sale of property in which the Corporation has a security or for the purposes of protecting the Corporation's claim against the owner of such property and purchase such property;
- 7. delegate from time to time by written power of attorney to the Manager or the acting Manager of any branch of The Bank of Nova Scotia in the Province of Quebec and Eastern Ontario or to any other officer employed by The Bank of Nova Scotia or an affiliate of The Bank of Nova Scotia, or to any notary, legal counsel or agent, as the delegating authorized signatory may deem fit, any of the powers and authority hereunder.

And be it further **RESOLVED**, that the resolution passed by the Board of Directors of the Company on June 27, 2002 is hereby revoked and replaced by this present resolution.”

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Stephanie McCarthy  
Assistant Secretary

DATED at Toronto, Ontario  
this 12<sup>th</sup> day of July, 2007.