



General Banking Resolution

This form is used to identify who in your Company has the authority to establish and operate bank accounts.

Resolution of the board of Directors of⁽¹⁾

The Lambton College of Applied Arts and Technology
(the "Corporation")

Lambton College
(If applicable, add the trade name)

Resolved that:

- CIBC as banker.** The Corporation appoints **Canadian Imperial Bank of Commerce** ("CIBC") as its banker.
- Authorized Signing Officers⁽²⁾**

Per Schedule A

or any⁽²⁾ TWO of them (each being an "Authorized Signing Officer") is/are authorized for and on behalf of the Corporation from time to time to:

- sign or endorse any cheques, promissory notes and evidences of indebtedness, whether or not an overdraft is created in any Account as a result;
- provide any authority to any CIBC officer to accept and/or pay any and all drafts, bills of exchange or promissory notes on the Corporation's behalf;
- enter into any securities-related transactions with CIBC or any of its securities subsidiaries;
- receive from CIBC or any of its subsidiaries any stocks, bonds or other property of our firm;
- sign receipts for and orders relating to any of the Corporation's property held by or on behalf of CIBC or any of its subsidiaries;
- borrow money or otherwise obtain credit from CIBC by way of loans, advances, overdrafts or otherwise; and to give security over any or all of the Corporation's currently owned or after-acquired, real or personal, movable or immovable property to secure any such credit obtained by CIBC, and to sign all documents necessary to do so;
- guarantee to CIBC the indebtedness and liability of any person, firm or corporation, in either a limited or unlimited amount and either with or without security; and
- sign any agreement with or authority to CIBC or any of its subsidiaries relating to the Corporation's banking and financial services needs, whether generally or with regard to any particular transaction (including, among other things, (i) the Account Operation Agreement, (ii) interest rate, foreign exchange and commodity-related banking arrangements, and (iii) CIBC's service agreements for centralized cash control, third party payments, electronic data interchange, money market trader and any other of CIBC's cash management services).

- Delegation of Authority⁽³⁾** Any TWO of the Authorized Signing Officers may, from time to time, delegate authority in writing to one or more delegates to do any or all of the actions described in clause 2. Such delegation may be for either a limited or unlimited period of time. The delegation letter will identify by name and title, and contain specimen signatures of, each delegatee.
- Trade name.** If the Corporation operates any Account under one or more business or trade names, the terms of this resolution apply to each such Account.
- Accounts.** In this resolution, the phrase "Account" means each and every account of the Corporation maintained with CIBC, whether in a trade name or otherwise;
- CIBC's reliance. CIBC may rely on everything that is done and on all documents signed on the Corporation's behalf in accordance with this resolution. All such documents will be valid and binding upon the Corporation whether or not the Corporation's corporate seal (if there is one) has been placed on any such document.
- Copy of this Resolution. The Corporation will provide CIBC with a certified true copy of this resolution and a list of the names of all individuals authorized to act in accordance with this resolution, as well as specimens of their signatures. Each office and branch of CIBC may act in accordance with those documents and this resolution until due written notice has been given to and received by a responsible CIBC officer.

We certify that the above is a true copy of a resolution passed by the Board of Directors of the Corporation on⁽⁴⁾ _____ and recorded in the Minute Book of the proceedings of the Board of Directors, and that the said resolution is now in full force and effect.

Dated⁽⁵⁾

_____ X

Signature of President

_____ X

Signature of Secretary

Instructions for completing this form:

- Insert the exact legal name of the corporation, as recorded on the Articles of Incorporation or the Articles of Amendment. This field may be pre-populated by CIBC. If applicable, add the trade name beneath the exact legal name.
- Insert the official titles of all authorized officers, and the number required to sign each item. If the space provided is insufficient, attach a detailed schedule and insert "see attached schedule" in the space provided. Please make sure that every officer listed in this field signs Form 144L – Authorized Signatures.
- Insert the number of Authorized Signing Officers required to issue a letter to delegate authority. If you wish to identify specific Authorized Signing Officers, and the space provided is insufficient, attach a detailed schedule and insert "see attached schedule" in the space provided.
- Insert the date the Board of Directors has passed or agreed to this resolution.
- Have the form dated and signed by the appropriate signatories. If the title of the signatories are not the titles of the officers signing, please change the title and initial the change.



Certificate of Officers and Directors

For Corporations

This form is used to identify the Officers and Directors of your Company.

We certify on behalf of⁽¹⁾ The Lambton College of Applied Arts and Technology (the "Company") that:

1. **Officers.** The following are the officers of the Company⁽²⁾

Name	Title	Name	Title
Robert Kardas	President and CEO	Spencer Dickson	Sr.VP Strategy & Corp Svs
Mary Vaughan	Sr.VP Acad & Stu Success	Julie Carlton	Director, Finance
Tyler Virostek	Manager, Financial Services	Leila Berg	Manager, Financial Planning

2. **Directors.** The following are the directors of the Company⁽³⁾

Name	Occupation	Name	Occupation

3. **Borrowing Powers**

Either the directors of the Company may, without authorization of the shareholders, or all necessary corporate action has been taken to authorize the directors of the company to:

- a) borrow money or otherwise obtain credit upon the credit of the Company;
- b) issue, reissue, sell or pledge debt obligations of the Company;
- c) give a guarantee on behalf of the Company to secure performance of an obligation of any person;
- d) mortgage, hypothecate, pledge, assign, transfer or otherwise create a security interest in all or any property of the Company, currently owned or subsequently acquired, to secure any obligation of the Company; and
- e) delegate any of the powers of the directors in regard to the foregoing to one or more directors, a committee of directors or one or more officers of the Company.

4. **Notice of Changes**

The Company undertakes to notify **Canadian Imperial Bank of Commerce** ("CIBC") of any changes respecting the powers of the Company or its directors or officers to do any of the things listed in paragraph 3. The Company further undertakes to notify CIBC of any changes respecting (i) the authority of any director, officer or employee to sign on the Company's behalf or (ii) any resolutions of the directors or shareholders of, or any unanimous shareholder agreement relating to, the Company of which CIBC holds copies.

5. **Reliance of CIBC**

Each branch of CIBC with which any dealings are had by the Company may rely upon this certificate and upon any and all documents referred to herein until notice to the contrary or of any change has been given in writing to the Manager or Acting Manager of such branch.

Dated⁽⁴⁾ _____ **X** _____ **X**
Signature of President
Signature of Secretary

NOTE: If the Charter Documents (Articles of Incorporation, Letters Patent, Memorandum of Association, etc.) or any amendments thereto, the by-laws or any unanimous shareholder agreement require the authorization of the shareholders or other persons in order to exercise any of the powers listed in paragraph 3, then certified copies of (i) the provisions requiring the authorization and (ii) the authorization given by the shareholders or such other persons should be referred to the supervising office.

Instructions for completing this form:

- (1) Insert the exact legal name of the corporation, as recorded on the Articles of Incorporation or the Articles of Amendment. This field may be pre-populated by CIBC.
- (2) List the name and position/title of each officer of the company.
- (3) List the name and occupation of each director of the company.
- (4) Have the form dated and signed by the appropriate signatories. If the titles of the signatories are not the titles of the officers signing, please change the title and initial the change.



Certificate of Officers and Directors

For Corporations

This form is used to identify the Officers and Directors of your Company.

We certify on behalf of⁽¹⁾ The Lambton College of Applied Arts and Technology (the "Company") that:

1. **Officers.** The following are the officers of the Company⁽²⁾

Name	Title	Name	Title
Mehdi Sheikhzadeh	VP Research & Innovation		

2. **Directors.** The following are the directors of the Company⁽³⁾

Name	Occupation	Name	Occupation

3. **Borrowing Powers**

Either the directors of the Company may, without authorization of the shareholders, or all necessary corporate action has been taken to authorize the directors of the company to:

- a) borrow money or otherwise obtain credit upon the credit of the Company;
- b) issue, reissue, sell or pledge debt obligations of the Company;
- c) give a guarantee on behalf of the Company to secure performance of an obligation of any person;
- d) mortgage, hypothecate, pledge, assign, transfer or otherwise create a security interest in all or any property of the Company, currently owned or subsequently acquired, to secure any obligation of the Company; and
- e) delegate any of the powers of the directors in regard to the foregoing to one or more directors, a committee of directors or one or more officers of the Company.

4. **Notice of Changes**

The Company undertakes to notify **Canadian Imperial Bank of Commerce** ("CIBC") of any changes respecting the powers of the Company or its directors or officers to do any of the things listed in paragraph 3. The Company further undertakes to notify CIBC of any changes respecting (i) the authority of any director, officer or employee to sign on the Company's behalf or (ii) any resolutions of the directors or shareholders of, or any unanimous shareholder agreement relating to, the Company of which CIBC holds copies.

5. **Reliance of CIBC**

Each branch of CIBC with which any dealings are had by the Company may rely upon this certificate and upon any and all documents referred to herein until notice to the contrary or of any change has been given in writing to the Manager or Acting Manager of such branch.

Dated⁽⁴⁾ _____ **X** _____ **X**
Signature of President
Signature of Secretary

NOTE: If the Charter Documents (Articles of Incorporation, Letters Patent, Memorandum of Association, etc.) or any amendments thereto, the by-laws or any unanimous shareholder agreement require the authorization of the shareholders or other persons in order to exercise any of the powers listed in paragraph 3, then certified copies of (i) the provisions requiring the authorization and (ii) the authorization given by the shareholders or such other persons should be referred to the supervising office.

Instructions for completing this form:

- (1) Insert the exact legal name of the corporation, as recorded on the Articles of Incorporation or the Articles of Amendment. This field may be pre-populated by CIBC.
- (2) List the name and position/title of each officer of the company.
- (3) List the name and occupation of each director of the company.
- (4) Have the form dated and signed by the appropriate signatories. If the titles of the signatories are not the titles of the officers signing, please change the title and initial the change.

The Lambton College of Applied Arts and Technology
Schedule “A”

Schedule A to support CIBC Corporate Banking Resolution

Per CIBC Regarding Corporate Banking Resolution

Section 2. **Authorized Signing Officers.** The Authorized Signing Officers of the Corporation shall be:*

**Official positions will be designated rather than the names of the authorized signing officers*

President & CEO
Senior VP Strategy and Corporate Services
Senior VP Academic and Student Success
VP Research and Innovation
Director, Finance
Manager, Financial Services
Manager, Financial Planning

Per CIBC Certificate of Officers and Directors

Section 1. **Officers.** The following are all of the officers of the Corporation, and each such officer has been duly appointed in accordance with applicable law to the position or positions set forth opposite their respective names:

Robert Kardas
Spencer Dickson
Mary Vaughan
Mehdi Sheikhzadeh
Julie Carlton
Tyler Virostek
Leila Berg

President & CEO
Senior VP Strategy and Corporate Services
Senior VP Academic and Student Success
VP Research and Innovation
Director, Finance
Manager, Financial Services
Manager, Financial Planning