

SCHEDULE “A”
LIQUIDATION AND DISSOLUTION RESOLUTION

“BE IT RESOLVED, as a special resolution of the shareholders of PrimeWest Mortgage Investment Corporation (the “**Corporation**”) that:

1. the directors of the Corporation be and are hereby authorized and empowered to voluntarily liquidate and dissolve the Corporation pursuant to Section 204 of *The Business Corporations Act (Saskatchewan)* (the “**SBCA**”), which liquidation and dissolution shall become effective and commence at a time to be determined by the board of directors of the Corporation (the “**Effective Date**”) in accordance with the terms of the Plan of Liquidation and Dissolution substantially in the same form as that attached as Schedule B to the Information Circular;
2. the Plan of Liquidation and Dissolution is hereby approved and any director or officer of the Corporation is hereby authorized and empowered for and on behalf of the Corporation to execute and deliver Plan of Liquidation and Dissolution, including, amongst other things, to appoint KPMG Inc. as the liquidator (the “**Liquidator**”) for the purpose of liquidating and distributing the assets of the Corporation in accordance with the Plan of Liquidation and Dissolution;
3. the making of an application by the Corporation to the Canadian Securities Exchange to voluntarily delist the common shares of the Corporation from the Canadian Securities Exchange be and is hereby authorized, ratified, confirmed and approved;
4. the Corporation is hereby authorized to make one or more distributions to shareholders following the Effective Date by way of a reduction of capital, in an amount not to exceed the stated capital, provided that the solvency requirements of Section 36(3) of the SBCA are satisfied at the time of such distribution, or the Corporation may make such distributions in such other manner as the Liquidator may then determine is appropriate in the circumstances;
5. any director or officer of the Corporation be and is hereby authorized and empowered, for and on behalf of and in the name of the Corporation, to take all necessary steps and proceedings, and to execute and deliver and file any and all declarations, agreements, documents and other instruments, and to do, or cause to be done, all such further and other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to the provisions of this resolution; and
6. notwithstanding the approval of this resolution and the Plan of Dissolution by the Shareholders of the Corporation, the directors of the Corporation are hereby authorized to revoke this resolution at any time prior to the Effective Date and not proceed with the Plan of Liquidation and Dissolution, without further approval of the Shareholders of the Corporation, if the directors determine, in their discretion, that it would be in the best interests of the Corporation and its stakeholders to do so.”