

**RESOLUTIONS OF THE SHAREHOLDERS OF  
SIERRA MORTGAGE FUND LTD.**

(the “Company”)

The undersigned, being a shareholder of the Company, hereby consents to the following resolution:

**1. MINIMUM STANDARD FOR FINANCIAL STATEMENTS**

RESOLVED, as a unanimous resolution, that notwithstanding section 200 of the Act, the financial statements for the Company’s financial year ended September 30, 20\_\_\_\_ be prepared in accordance with a minimum standard of a Review Engagement made in accordance with applicable IFRS standards.

**2. WAIVER OF FINANCIAL STATEMENTS**

In light of the foregoing resolution #1, RESOLVED, as a unanimous resolution, pursuant to section 200 of the British Columbia **Business Corporations Act**, as amended from time to time or any successor statutes (the “Act”), the directors of the Company are hereby relieved (i) from their obligation under section 198 to produce and publish financial statements of the Company, other than the financial statements referred to in the foregoing resolution #1, for the immediately preceding financial year on or before the Company’s annual reference date and (ii) from the requirement that such financial statements be audited.

**3. WAIVER OF APPOINTMENT OF AUDITOR**

In light of the foregoing resolutions #1 and #2, RESOLVED, as a unanimous resolution, that pursuant to section 203 of the Act, the appointment of an auditor of the Company for the financial year ended September 30, 2019 is hereby waived.

This resolution is being provided to all shareholders of the Company who were unable or not entitled to vote at the AGM to approve on an individual basis. All copies of this resolution bearing a signature of a shareholder, sent by fax or other electronic communication medium will for all purposes be treated and accepted as an original copy. All counterpart signatures received for this resolution will be construed together and will constitute one instrument.

Dated as of \_\_\_\_\_.

***For individual shareholders:***

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

***For corporate shareholders:***

Name of Corporate Shareholder: \_\_\_\_\_  
(Please print)

\_\_\_\_\_  
By its Authorized Signatory