

**MINUTES OF A MEETING OF THE DIRECTORS OF
CLAYOQUOT BIOSPHERE TRUST SOCIETY (the "Society")
HELD AT TinWis Resort, Tofino,
BRITISH COLUMBIA, ON THE 7th DAY
OF May, 2009, AT 6:00 p.m.**

PRESENT IN PERSON OR BY TELEPHONE CONFERENCE:

Darcy Dobell, Co-Chair
Gary Johnsen, Treasurer
Nick Thorpe, Alternate to Secretary (Eric Russcher)
Violet Clark, Director, Ahousaht Nation
Dan Edwards, At Large
Don McMillan, At Large
April Charleson, Director, Hesquiaht Nation

Darcy Dobell acted as Chair and Nick Thorpe as Secretary of the meeting.

A quorum of Directors being present and notice of the meeting having been properly given, the meeting was declared to be regularly constituted for the transaction of business.

On motion duly made and unanimously carried, the following resolutions were then passed:

Annual General Meeting

RESOLVED that:

1. the Annual General Meeting of the Society be held pursuant to the Society's Bylaws at Tofino Community Hall, Tofino, British Columbia, on the 4 day of June, 2009, at the hour of 11:00 a.m.;
2. the Notice of Annual General Meeting and the Directors' Report be approved;
3. the financial statements of the Society for the fiscal year ended December 31, 2008, be approved and that any two directors of the Society are authorized to sign the financial statements as evidence of such approval.

Change of Address

RESOLVED that the Society's address be changed to 3000 Royal Centre, P.O. Box 11130, 1055 West Georgia Street, Vancouver, British Columbia V6E 3R3, and that the Society appoint Turlex Office Services Limited Partnership as its agents for the maintenance of some of the Society's Records under the provisions of the British Columbia *Society Act*.

Financial Records

RESOLVED that all accounts and financial records of the Society may be kept at the business address of the Society, being 381 Main Street, Tofino, BC V0R 2Z0.

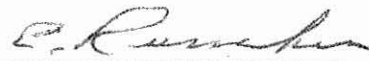
Records Office Agreement

RESOLVED that the Society do enter into that certain agreement submitted by Turlex Office Services Limited Partnership between the Society and the said Turlex Office Services Limited Partnership relating to the records office of the Society; and that any officer or director may, for and on behalf of the Society, execute and deliver such agreement.

There being no further business, the meeting then adjourned.



CHAIR



SECRETARY