

THE HAMILTON STREET RAILWAY COMPANY
(the "Corporation")

RESOLUTIONS OF THE SOLE SHAREHOLDER

WHEREAS by section 11.9, subsection (1) of the *City of Hamilton Act, 1999*, S.O. 1999, c.14, the City of Hamilton is authorized to hold the shares in the Corporation and to exercise the rights attributed thereto;

AND WHEREAS by subsection (2) of the aforesaid subsection of the said Act, the City of Hamilton is mandated to manage the affairs of the Corporation;

AND WHEREAS the City of Hamilton is the sole shareholder of the Corporation ("Sole Shareholder");

AND WHEREAS by way of a resolution of the Sole Shareholder dated December 17, 2014, 16 members of Council for the City of Hamilton ("Council") were appointed as directors of the Corporation and their terms of appointment are coterminous with the term of Council;

AND WHEREAS a single member of Council has resigned as of October 28, 2015 and the said member will be removed as a director of the Corporation until a successor is elected or appointed;

AND WHEREAS the Corporation is not an offering Corporation within the meaning ascribed to that term in the *Business Corporations Act* (Ontario) ("OBCA");

NOTICE

BE IT RESOLVED:

1. That the Sole Shareholder hereby waives its right to receive general or special notice of an annual meeting of the shareholders of the Corporation.

REMOVAL OF DIRECTOR

BE IT RESOLVED:

2. That the following person is removed as a director of the Corporation effective immediately until their respective successors are elected or appointed subject to the by-laws of the Corporation:

Scott Duvall

AUDIT EXEMPTION

BE IT RESOLVED:

3. That the undersigned, being the Sole Shareholder hereby consents pursuant to section 148 of the OBCA, to the Corporation being exempt from the requirements of Part XII of the OBCA regarding the appointment and duties of an auditor for the financial year of the Corporation ending December 31, 2016.

The foregoing resolutions are, by signature below of the Sole Shareholder of the Corporation entitled to vote on such resolutions, passed as a resolution of the Corporation pursuant to the *Business Corporations Act* (Ontario).

Dated as of this _____ day of _____, 2015.

City of Hamilton

Fred Eisenberger
Mayor

Rose Caterini
City Clerk