

## HAMILTON RENEWABLE POWER INC.

### RESOLUTIONS OF THE SOLE SHAREHOLDER

**WHEREAS** the Council of the City of Hamilton are sitting as representatives of the sole Shareholder (City of Hamilton) for Hamilton Renewable Power Inc. (the “**Corporation**”);

**AND WHEREAS** by Section 203 (1) of the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended, the City of Hamilton is authorized to hold the shares in the Corporation and to exercise the rights attributed thereto;

**NOW THEREFORE** the Council of the City of Hamilton, acting in its capacity as representative of the sole Shareholder (City of Hamilton) of the Corporation, **RESOLVES AS FOLLOWS:**

1. BE IT RESOLVED that, in accordance with the provisions of the *Business Corporations Act*, R.S.O. 1990, c.B.16 and Section 12.07 of By-law no. 1 of the Corporation, the Shareholder hereby waives any notice requirement for the manner or time of notice required to be given under any provision of any Act, any regulations thereunder, the articles, the by-laws or otherwise and such waiver shall cure any default in the manner or time of such notice, as the case may be.
2. BE IT RESOLVED that all by-laws, resolutions, contracts, acts, and proceedings of the Board of Directors, Shareholder and Officers of the Corporation enacted, passed, made, done or taken since the last meeting of the Shareholder as the same are set forth or referred to in the minutes of the Corporation or in the financial statements submitted to the Shareholder of the Corporation are hereby approved, ratified, sanctioned and confirmed.
3. BE IT RESOLVED that the auditors for the Corporation for the 2018 Financial Year shall be same auditors as appointed by the City of Hamilton and said auditors shall continue as auditors for the Corporation until such time as their successors are appointed by a resolution of the Shareholder.
4. BE IT RESOLVED that the President and Secretary of the Corporation are hereby authorized and directed to sign this Resolution of the Shareholder in writing formalizing the items contained herein.

RESOLVED at Hamilton, this 12th day of December 2018.

---

Rom D'Angelo  
President

---

Janet Pilon  
Secretary