

**HAMILTON ENTERPRISES HOLDING CORPORATION**  
**SHAREHOLDER RESOLUTIONS**

The undersigned, being the holder of all of the issued shares of Hamilton Enterprises Holding Corporation (the “**Corporation**”), hereby sign the following resolutions pursuant to subsection 104(1) of the Ontario *Business Corporations Act*:

**Consolidated Financial Statements - Year Ended December 31, 2019**

**RESOLVED** that the Audited Consolidated Financial Statements of Hamilton Enterprises Holding Corporation for the year ended December 31, 2019, as approved by the Board of Directors of the Corporation, be received and approved by the Shareholder.

**Appointment and Remuneration of Auditor**

**RESOLVED** that the present auditor, KPMG LLP, be appointed as the auditor of the Corporation for the 2020 fiscal year of the Corporation.

**RESOLVED**, further, that the remuneration to be paid to KPMG LLP as auditor of the Corporation for the 2020 fiscal period of the Corporation shall be fixed by the Directors of the Corporation, the Directors of the Corporation being hereby authorized to fix such remuneration.

**Number of Directors**

**WHEREAS** the Articles of Incorporation of the Corporation provide that the Board of Directors shall consist of a minimum of one (1) and a maximum of twenty (20) Directors; and

**WHEREAS** it has heretofore been resolved that the Corporation shall have eight (8) Directors; and

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**WHEREAS** it is desirable for the Corporation to decrease the number of Directors to seven (7) to ensure continuity and a seamless transition in meeting the Sole Shareholder's requirement to have the majority of the Directors be residents of the City of Hamilton;

**BE IT RESOLVED**, as a Special Resolution, that effective the date of these Resolutions, and thereafter until otherwise determined by the Shareholder of the Corporation, the number of Directors that the Corporation shall have shall be seven (7).

### **Appointment of Directors for the Corporation**

**WHEREAS** it has been resolved that the Corporation shall have seven Directors; and

**WHEREAS** the Corporation presently has the seven Directors that it was resolved that the Corporation shall have; and

**WHEREAS** Councilor Sam Merulla has been selected by the Council of the Shareholder to serve as the Mayor's Designate in the capacity of Director of the Corporation and continues to serve as a Director of the Corporation; and

**WHEREAS** at the 2019 Annual General Meeting of the Corporation each of Laurie Tugman and Julia Kamula was elected as a Director of the Corporation for a three-year term and each of Greg McCamus and Christa Wessel was elected as a Director of the Corporation for a two-year term, and each continues to hold office as a Director of the Corporation for the balance of the term each was elected to serve as a Director of the Corporation; and

**WHEREAS** at the 2019 Annual General Meeting of the Corporation each of Tony Thoma and Lesley Gallinger was elected as a Director of the Corporation for a one-year term which expires with the 2020 Annual General Meeting of the Corporation;

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**WHEREAS** with the expiry of the terms of Tony Thoma and Lesley Gallinger as Directors of the Corporation the Corporation will have only five Directors; and

**WHEREAS** it is desirable to elect each of Tony Thoma and Lesley Gallinger as Director of the Corporation in order that the Corporation might have seven Directors;

**BE IT RESOLVED** that each of Tony Thoma and Lesley Gallinger, each being a resident Canadian and each having previously consented to act as a Director of the Corporation, are elected as a Director of the Corporation to hold office for a three-term commencing July 1, 2020 and expiring June 30, 2023 and thereafter until his or her, as the case may be, successor is duly elected or appointed.

**DATED the 13<sup>th</sup> day of October 2020**

**CITY OF HAMILTON**

By: \_\_\_\_\_  
Fred Eisenberger  
Mayor

By: \_\_\_\_\_  
Andrea Holland  
City Clerk