

HAMILTON FARMERS' MARKET CORPORATION
(the "Corporation")

RESOLUTION OF THE SOLE VOTING MEMBER OF THE CORPORATION

WHEREAS the Corporation is a corporation without share capital to which the *Corporations Act*, R.S.O. 1990, c.38 (the "Act") applies;

AND WHEREAS by the Corporation's Letters Patent, the City of Hamilton is the sole voting member of the Corporation ("Sole Voting Member");

AND WHEREAS by section 5 of the Corporation's By-Law No.1, the Board of Directors shall consist of a minimum of three (3) to a maximum of thirteen (13) or such other number of directors, as may be determined from time to time by the Sole Voting Member;

AND WHEREAS by section 15 of the Corporation's By-Law No.1, the City of Hamilton, as the sole voting member, is authorized to or may require the Directors of the Corporation to appoint an auditor;

1. NOTICE

BE IT RESOLVED:

That the Sole Voting Member hereby waives its right to receive general or special notice of an annual meeting of the members of the Corporation.

2. MINUTES OF PREVIOUS ANNUAL MEETING

BE IT RESOLVED:

That the minutes of the annual meeting held September 13, 2022, be approved.

3. DIRECTORS

BE IT RESOLVED:

That the following persons are affirmed or appointed as Directors of the Corporation and shall hold office until the date specified below, unless further extended as permitted by the by-laws of the Corporation or until their respective successors are elected or appointed subject to the by-laws of the Corporation:

- | | |
|--|--------------------|
| • Councilor Cameron Kroetsch – Council Member | November 14, 2026 |
| • Councilor Jeff Beattie – Council Member | November 14, 2026 |
| • Anne Miller – Vendor Member- Third Term | August 11, 2025 |
| • Celina Masoudi – Vendor Director-Second Term | September 13, 2025 |
| • John Alexander – Vendor Director- First Term | April 19, 2025 |
| • Shane Coleman – Vendor Director- First Term | April 19, 2025 |

EX OFFICIO MEMBERS

- Bill Slowka – Market Manager

4. FINANCIAL STATEMENTS AND AUDITOR’S REPORT

BE IT RESOLVED:

That the financial statements of the Corporation for the fiscal year ended December 31, 2022, attached hereto as Schedule “A” together with the auditor’s report as prepared by KPMG LLP, be and the same are hereby received and approved.

5. AUDIT APPOINTMENT

BE IT RESOLVED:

That the undersigned, being the Sole Voting Member, hereby authorizes the Directors of the Corporation to appoint an auditor of the Corporation to hold office until the next following annual meeting at such remuneration as may be fixed by the Directors and the Directors are hereby authorized to fix such remuneration.

The foregoing resolutions are, by signature below of the Sole Voting Member of the Corporation entitled to vote on such resolutions, passed as resolutions of the Corporation pursuant to the Act.

Dated as of this 16th day of October 2023.

CITY OF HAMILTON

Per: _____
A. Horwath
Mayor

Per: _____
J. Pilon
Acting City Clerk and Secretary