

**HAMILTON ENTERPRISES HOLDING CORPORATION**  
(the "Corporation")

RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE CORPORATION

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

**AND WHEREAS** the City of Hamilton wishes to subscribe for 12,969,310 Common Shares of the Corporation (the "Shares") at a price of One Dollar (CDN \$1) per share and the Corporation desires to accept such subscription as evidenced by a share subscription agreement dated as of December 12, 2024 between the Corporation and the City of Hamilton (the "Share Subscription Agreement");

**AND WHEREAS** pursuant to Section 6.01(iii) of the Corporation's Shareholder Direction and Unanimous Shareholder Declaration, approval of the Sole Shareholder is required to issue shares in the Corporation.

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

**1. ISSUANCE OF COMMON SHARES**

**BE IT RESOLVED:**

- (i) that, conditional upon the execution of the Share Subscription Agreement and receipt of payment from the City of Hamilton for the Shares, the Sole Shareholder approves the issuance of the Shares as fully paid and non-assessable to the City of Hamilton at a price of One Dollar (CDN \$1) per share; and
- (ii) that, conditional upon execution of the Share Subscription Agreement and receipt of payment from the City of Hamilton for the Shares, the Sole Shareholder hereby authorizes and directs the Board of Directors of the Corporation to issue a Share Certificate of the Corporation to the City of Hamilton for the Shares, signed by the President of the Corporation and delivered to the City of Hamilton; and
- (iii) that the Sole Shareholder approves the preparation of all necessary documents and/or agreements to give effect to the foregoing, including without limitation the Share Subscription Agreement, and the President of the Corporation (or their designate) is hereby authorized and directed to execute, on behalf of the Corporation, all such necessary documents and/or agreements or to take any action deemed necessary in respect of any of the foregoing.

**2. REPORT BACK RE: CORPORATION'S DEBT**

**BE IT RESOLVED** that the Officers of the Corporation are hereby directed to report back to the Sole Shareholder at the next Shareholder meeting regarding the status of the Corporation's debt obligations to Hamilton Utilities Corporation.

**THE FOREGOING RESOLUTIONS** are hereby consented to by the Sole Shareholder of the Corporation pursuant to the provision of the *Business Corporation Act* (Ontario).

**DATED** the 27<sup>th</sup> day of November 2024.

CITY OF HAMILTON

By: \_\_\_\_\_  
A. Horwath  
Mayor

By: \_\_\_\_\_  
M. Trennum  
City Clerk