

## **RESOLUTIONS OF THE SOLE SHAREHOLDER OF NEWMARKET HYDRO HOLDINGS INC.**

**WHEREAS** the Corporation of the Town of Newmarket (the “Sole Shareholder”) is the sole shareholder of the Corporation;

**AND WHEREAS** the Sole Shareholder by a Shareholder Declaration dated November 1, 2000 appointed the Mayor as its legal representative for the purpose of communicating any shareholder consent or approval required by either the terms of the Shareholder Declaration or the *Business Corporations Act* (Ontario) (the “*OBCA*”);

**AND WHEREAS** the Corporation owns a majority of the common shares of Newmarket-Tay Power Distribution Ltd. (“NT Power”) and Envi Networks Ltd. (“Envi”); and pursuant to s.102(2) of the *OBCA* where a body corporate is the shareholder of a corporation the corporation shall recognize any individual properly authorized by the body corporate to represent it at meetings of shareholders of the corporation;

**AND WHEREAS** pursuant to s.104 of the *OBCA* a written resolution dealing with all the matters required to be dealt with at a shareholders meeting and signed by the shareholders entitled to vote at that meeting satisfies all requirements of the *OBCA* relating to that meeting of shareholders;

**NOW THEREFORE BE IT RESOLVED** by the Municipal Council of the Corporation of the Town of Newmarket as follows:

**1. THAT** the Mayor, as the Sole Shareholder’s legal representative, is directed to sign the following Corporation Shareholder resolutions:

- a. THAT the Corporation’s financial statements for the financial year ended December 31, 2020 together with the report of the Corporation’s auditors, Baker Tilly KDN LLP (“Baker Tilly”), Chartered Accountants, thereon dated May 19, 2021 be approved and adopted; and
- b. THAT Baker Tilly, Chartered Accountants, be appointed auditors of the Corporation to hold office until the next annual meeting of shareholders at such remuneration as may be fixed by the sole director and the sole director is authorized to fix such remuneration; and
- c. THAT Ian McDougall, be appointed as the sole director of the Corporation to hold office until the next annual meeting of shareholders or until his successor is elected or appointed; and
- d. THAT Ian McDougall, so long as he is the sole director of the Corporation, shall represent the Corporation at meetings of shareholders of NT Power and Envi; and

**RESOLUTIONS OF THE SOLE SHAREHOLDER  
OF NEWMARKET HYDRO HOLDINGS INC.**

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e. AND THAT all acts, contracts, bylaws, proceedings, appointments elections and payments, enacted, made, done and taken by the sole director and sole officer of the Corporation to December 31, 2020, as the same are set out or referred to in the resolutions of the sole director, or in the financial statements of the corporation, are approved, sanctioned and confirmed.

**2. AND THAT the Mayor, as the Sole Shareholder's legal representative, direct Ian McDougall, the sole director and legal representative of the Corporation, to sign the following NT Power shareholder resolutions in lieu of an annual meeting:**

a. THAT the financial statements of NT Power for the financial year ended December 31, 2020 together with the report of NT Power's auditors, Baker Tilly, thereon dated April 28, 2021 be approved and adopted.

b. THAT Baker Tilly, Chartered Accountants, be appointed auditors of NT Power to hold office until the next annual meeting of shareholders at such remuneration as may be fixed by the directors and the directors are authorized to fix such remuneration.

c. THAT J. Taylor, T. Walker, D. Charleson, B. Gabel, C. Prattas, D. Priore, and D. Watling are elected directors of NT Power to hold office until the next annual meeting of shareholders or until their successors are elected or appointed.

d. AND THAT all acts, contracts, bylaws, proceedings, appointments elections and payments, enacted, made, done and taken by the directors and officers of NT Power to December 31, 2020, as the same are set out or referred to in the resolutions of the board of directors, the minutes of the meetings of the board of directors or in the financial statements of NT Power, are approved, sanctioned and confirmed.

**3. AND THAT the Mayor, as the Sole Shareholder's legal representative, direct Ian McDougall, the sole director and legal representative of the Corporation, to sign the following Envi shareholder resolutions in lieu of an annual meeting:**

a. THAT the financial statements of Envi for the financial year ended December 31, 2020 together with the report of Envi's auditors, Baker Tilly, thereon dated April 8, 2021 be approved and adopted; and

b. THAT Baker Tilly, Chartered Accountants, be appointed auditors of Envi to hold office until the next annual meeting of shareholders at such remuneration as may be fixed by the directors and the directors are authorized to fix such remuneration; and

c. THAT I. Collins, J. Piercy, and B. Kwapis are elected directors of Envi to hold office until the next annual meeting of shareholders or until their successors are elected or appointed; and

August 23, 2021

**RESOLUTIONS OF THE SOLE SHAREHOLDER  
OF NEWMARKET HYDRO HOLDINGS INC.**

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d. AND THAT all acts, contracts, bylaws, proceedings, appointments elections and payments, enacted, made, done and taken by the directors and officers of Envi to December 31, 2020, as the same are set out or referred to in the resolutions of the board of directors, the minutes of the meetings of the board of directors or in the financial statements of Envi, are approved, sanctioned and confirmed.

Dated as of the 23<sup>rd</sup> day of August, 2021.

**CORPORATION OF THE TOWN OF NEWMARKET**

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**John Taylor, Mayor**