

**RESOLUTION OF THE DIRECTORS
OF
ERTH CORPORATION
(the "Corporation")**

WHEREAS the Corporation is the sole shareholder of ERTH Power Corporation (the "Purchaser");

WHEREAS the Purchaser desires to purchase approximately six (6) acres of vacant land located at 385 Thomas Street, Ingersoll, Ontario (the "Subject Property") from 1314669 Canada Inc. (the "Vendor") and the board of directors of the Purchaser deems it to be in the best interests of the Purchaser to acquire the Subject Property;

WHEREAS the Purchaser and the Vendor have agreed upon the terms and conditions for the conditional purchase of the Subject Property, as presented to the directors of the Corporation at their meeting on February 16, 2023 (the "Transaction");

WHEREAS the Purchaser has a ninety (90) day period to undertake the due diligence necessary to confirm that all aspects pertaining to the Subject Property and obtain the approval of the Transaction from the Corporation's shareholders pursuant to Section 4.1(6) of the Corporation's unanimous shareholder agreement; and

WHEREAS the Transaction is also conditional upon the approval of the Land Division Committee of Oxford County within one hundred and eighty (180) days.

NOW THEREFORE BE IT RESOLVED THAT:

1. The Purchaser is hereby authorized to purchase the Subject Property from the Vendor on the terms and conditions agreed upon by the Purchaser and the Vendor if the results of the due diligence are satisfactory and the Corporation's shareholders approve the Transaction.
2. The officers of the Purchaser are hereby authorized and directed to execute and deliver any and all documents and to perform and to do all acts or necessary or desirable to effectuate the purchase of the Subject Property, including but not limited to, the transfer of funds representing the purchase price of the Subject Property.

THE FOREGOING RESOLUTION is hereby consented to by the directors of the Corporation, as evidenced by its signature of the Chair of the Corporation, as at the 16th day of February 2023.

ERTH CORPORATION



Name: Nicholas Vink
Title: Chair