

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

RE: Approval of Construction of a New Operations Centre and Head Office

WHEREAS the Corporation is the sole shareholder of ERTH Power Corporation (the "**Building Owner**");

AND WHEREAS the Corporation and the Building Owner (collectively, the "**Parties**") have identified the need for a new operations centre and head office (the "**New Building**") to be constructed on approximately six (6) acres of vacant land owned by the Building Owner, located at 385 Thomas Street, Ingersoll, Ontario;

AND WHEREAS the Parties have received a fixed-price bid in the amount of Twenty-Three Million, Two Hundred Fifty-Four Thousand, Four Hundred and Ninety-Nine Dollars (\$23,254,499) (the "**Successful Bid**") from Bronnenco Construction Limited (the "**Contractor**") for the construction of the New Building;


AND WHEREAS the Board of Directors of the Corporation (the "**Board**") has reviewed the terms of the Successful Bid and has determined it to be in the best interests of the Corporation to proceed with the construction of the New Building in accordance with the terms and conditions set out in the Successful Bid.

NOW THEREFORE, BE IT RESOLVED THAT:

1. The Board hereby approves the construction of the New Building on the terms set out in the Successful Bid submitted by the Contractor.
2. The Board authorizes and directs the Corporation's management to enter into exclusive negotiations with the Contractor to negotiate and execute an industry standard prime contract establishing a single, pre-determined fixed price contract (the "**CCDC 2 – 2020 Stipulated Price Contract**") for the construction of the New Building, consistent with the contents of the Successful Bid.
3. The Corporation's management is further authorized to take all necessary actions and execute any and all documents required to give effect to the foregoing resolution, including but not limited to finalizing and executing the CCDC 2 – 2020 Stipulated Price Contract with the Contractor.

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 12th day of September 2024.

ERTH CORPORATION



Name: Nicholas Vink
Title: Chair