

**SPECIAL RESOLUTION OF THE
SHAREHOLDERS OF ERTH CORPORATION**

Approval to Proceed with Construction of
New Operations Centre for ERTH Power Corporation (EPC)

WHEREAS the Corporation has concluded that EPC's existing operations centre and head office located at 143 Bell Street, Ingersoll, Ontario has reached the end of its useful life.

AND WHEREAS pursuant to section 4.1(6) of ERTH Corporation's shareholder agreement, the shareholders unanimously approved the purchase of a six (6) acre parcel of land located at addresses, Ingersoll, Ontario on March 23, 2023 for the purposes of building a new operations centre and head office for EPC (the "New Building").

AND WHEREAS the Corporation has engaged an engineer and architect to develop a building design and construction budget for the New Building, which were presented to the Shareholders at its meeting on the 15th day of February, 2024.

AND WHEREAS the Corporation requires further approval under section 4.1(6) of ERTH Corporation's shareholder agreement before proceeding with a competitive procurement process and construction of the New Building, and with seeking approval and rate recovery from the Ontario Energy Board.

RESOLVED THAT:

1. That the Corporation is authorized to proceed with the development and construction of the New Building pursuant to the terms presented at a special shareholder meeting on the 15th day of February, 2024.

DATED this 15th day of February, 2024

Moved by: _____

Seconded by: _____

Carried: _____