
SPECIAL RESOLUTION OF THE SHAREHOLDERS

Land Acquisition for New Operations Center for ERTH Power Corporation

WHEREAS section 4.1(6) of ERTH Corporation's shareholder agreement requires Special Shareholder Approval of the transaction contemplated in this special resolution.

RESOLVED THAT:

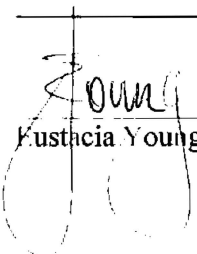
1. ERTH Power Corporation's purchase of a six (6) acre parcel of land located at 385 Thomas Street, Ingersoll, ON for a purchase price of Five Million and Four Hundred Thousand Dollars (\$5,400,000) pursuant to the terms presented at a special shareholder meeting on March 23, 2023 is hereby approved, subject to satisfactory completion of due diligence.

DATED this 23rd day of March, 2023

Moved by: Don McLeod _____

Seconded by: Larry McCabe _____

Carried: Unanimously _____

Signed:  _____
Eustacia Young, Corporate Secretary