RESOLUTIONS CONSENTED TO IN WRITING
BY THE SOLE VOTING SHAREHOLDER

MCBRIDE COMMUNITY FOREST CORPORATION
(the "**Company**")

AS OF 14 May 6, **2025**

WHEREAS:

A. By special resolution of the shareholders of the Company approved at the Company's annual general meeting on October 22, 2016, the articles of the Company (the "**Articles**") were amended to include board composition requirements and set the terms of directors of the Company by adding Article 14, as set out in Schedule "A" to these resolutions (the "**2016 Article 14 Addition**), to the Articles.

B. The sole voting shareholder of the Company (the "**Shareholder**") is of the opinion that it is in the best interests of the Company and the Shareholder to amend the board composition requirements set out in the Articles and make other administrative changes to the Articles as contemplated by these resolutions.

RESOLVED THAT, as a special resolution:

Special Rights and Restrictions

1. The 2016 Article 14 Addition to the Articles be deleted in its entirety and a new Article 14.12 be added to the Articles as follows:

"**14.12 Composition and Terms of the Board of Directors**

The board of directors shall consist of five directors. In electing or appointing individuals as directors, the shareholders entitled to vote at an annual general meeting for the election of directors shall elect or appoint individuals as directors such that the board is comprised of:

(a) three directors will be elected from residents who live within the Community Forest land base area who will have three year terms;

(b) one director nominated by the voting shareholder of the Company who will have a two year term; and

(c) one director nominated by joint designation of all the current members of the board of directors who will have a two year term. In nominating such director, the current members of the board shall consider any experience gaps currently existing on the board of directors, and shall nominate such director with appropriate experience.

If a director's term expires or a director resigns, retires, is removed or the number of directors and board composition requirements set out in this Article 14.12 are otherwise no longer satisfied, the Company and the voting shareholder shall, as soon as reasonably practicable, take such steps as are reasonably required to ensure the requirements in this Article 14.12 are satisfied."

2. Article 14.1 of the Articles be deleted in its entirety and replaced with the following:

"**14.1 Election at Annual General Meeting**

At every annual general meeting and in every unanimous resolution contemplated by Article 10.2;

(a) the shareholder entitled to vote at the annual general meeting for the election of directors must elect, or in the unanimous resolution appoint, a board of directors consisting of the number of directors for the time being set under these Articles and comprised of the candidates and for the terms required under these Articles."

3. Article 13.1 of the Articles be deleted in its entirety and replaced with the following:

"13.1 First Directors; Number of Directors

The first directors are the persons designated as directors of the Company in the Notice of Articles that applies to the Company when it is recognized under the *Business Corporations Act.* The number of directors, excluding additional directors appointed under Article 14.8, is set at:

(a) subject to paragraphs 13.1(b) and 13.1(c) and Article 14.12, the number of directors that is equal to the number of the Company's first directors;

(b) if the Company is a public company, the greater of three and the most recently set of:

(i) the number of directors set by ordinary resolution (whether or not previous notice of the resolution was given); and

(ii) the number of directors set under Article 14.4 or Article 14.12;

(c) if the Company is not a public company, the most recently set of:

(i) the number of directors set by ordinary resolution (whether or not previous notice of the resolution was given); and

(ii) the number of directors set under Article 14.4 or Article 14.12."

4. Article 18.10 of the Articles be deleted in its entirety and replaced with the following:

"18.10 Quorum

The quorum necessary for the transaction of the business of the directors is a majority of the number of directors in office.

Notice of Alteration

5. The Notice of Articles of the Company be altered to reflect the alterations referred to above, and that accordingly, a Notice of Alteration be completed as required, and that any director or officer of the Company or the Company's solicitor is authorized and directed for and on behalf and in the name of the Company to execute the Notice of Alteration required to give effect to these resolutions.

Condition for Alteration of Articles

6. It is a condition of these resolutions that the alterations to the Articles of the Company referred to above do not take effect until the Notice of Articles is altered to reflect the alteration to the Articles.

Execution Procedure

7. These resolutions may be signed and delivered by facsimile or other electronic means. Notwithstanding the date of execution, these resolutions will be deemed to bear the date set out above.

By the sole shareholder of McBride Community Forest Corporation, being:

VILLAGE OF MCBRIDE

Eugene P. Runtz

Authorized Signatory

Schedule "A"
2016 Article 14 Addition

Composition and Terms of the Board of Directors

One of the Directors will be an elected official of the Village of McBride for the term of their office;

The other Directors, who will come from the community at large with forestry, financial, community volunteer experience and/or local knowledge, will have a term of two years.

One Director nominated by joint designation of all the current members of the Board.

For the first year of implementation (2016), of the four Directors from the community at large of the MCFC:

- Two of the Directors will have a two-year term and,
- Two of the Directors will have a three-year term, to be decided among themselves at the first meeting of the Directors.