

APPENDIX 2

RESOLUTION TO AMEND THE BY-LAWS

BE IT RESOLVED THAT By-law No. 1 of the Company made on August 4, 2010 and confirmed on September 6, 2010 (and amended on July 13, 2016 and confirmed on September 13, 2016 and further amended on September 9, 2019) be further amended by inserting the following new By-law numbered 13.16 immediately after the existing By-law 13.15:

“13.16. The directors may determine that a meeting of members be held entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. The directors shall establish the procedures for the conduct of such meeting including, without limitation, the procedures for voting by telephonic, electronic or other communications facility. A member who establishes a communications link to the meeting or votes at the meeting shall be deemed for the purposes of the Act to be present at the meeting.”

Explanatory notes

The new by-law 13.16 will facilitate the holding of virtual meetings and electronic voting. Currently, these are not permitted under the Act or the By-laws. The COVID-19 pandemic has revealed the need to have the flexibility to hold physical, hybrid, or virtual meetings where public health or other emergency measures prevent participation in person.