

SPECIAL RESOLUTION OF THE MEMBERS
OF
FONDATION MASSAWIPPI FOUNDATION
(the “Foundation”)

WHEREAS the Directors of the Foundation have determined that it is necessary and desirable and in the best interests of the Foundation and its good governance THAT the number of directors on the Board of Directors of the Foundation be increased from nine to eleven, and THAT unless otherwise decided by the Board of Directors, each director shall hold office for a term of three (3) years, and that the By-Laws of the Foundation be amended to reflect these changes;

WHEREAS the Members acknowledge that they have received notice that the full text of By-Law No. 2 containing all the new amendments (as passed by the Board of Directors prior to the consideration of this Special Resolution) has been made available for their review on the website of the Foundation; and

WHEREAS the Members have determined that it is necessary and desirable and in the best interests of the Foundation to confirm the new amendments approved by the Directors and set out in By-Law Number 2 of the Foundation:

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. By-Law Number 2, being a By-Law to increase the number of directors on the Board of Directors of the Foundation from nine to eleven, and to establish a term for the holding of office by a Director of the Foundation, be and the same is hereby confirmed;
2. The Chair and the Secretary of the Foundation be and are hereby authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing.