

**RESOLUTIONS OF THE MEMBERS OF
CONSTRUCTION SAFETY ASSOCIATION OF ONTARIO**

(the “**Corporation**”)

Amalgamation

RESOLVED THAT:

1. the amalgamation (the “**Amalgamation**”) of the **Corporation** - Construction Safety Association of Ontario, Electrical & Utilities Safety Association of Ontario, and Transportation Health & Safety Association of Ontario - (collectively, the “**Amalgamating Corporations**”) substantially upon the terms and conditions set out in an Amalgamation Agreement (the “**Amalgamation Agreement**”) between the Amalgamating Corporations, a copy of which has been provided to the members of the Corporation (the “**Members**”), is hereby authorized and approved;
2. the Amalgamation Agreement is hereby authorized, approved and adopted;
3. notwithstanding that the Amalgamation and the Amalgamation Agreement has been authorized and approved by the Members pursuant to these resolutions, the Board of Directors of the Corporation may, in its sole discretion and without further approval of the Members: (i) authorize and approve the amendment of the Amalgamation Agreement, and (ii) determine not to proceed with the Amalgamation; and
4. any one Officer or Director of the Corporation is hereby authorized and directed for and on behalf of and in the name of the Corporation to do all acts and things and to execute, whether under the corporate seal of the Corporation or otherwise, and deliver all such documents and instruments as he or she considers necessary or appropriate to give effect to these resolutions and the matters authorized and approved hereby, including, without limitation, the execution and delivery of the Amalgamation Agreement, actions to amend, extend, waive conditions of or terminate the Amalgamation Agreement, and the joint application for letters patent of amalgamation, and the doing of all acts and things and the execution, whether under the corporate seal of the Corporation or otherwise, and delivery of all documents and instruments prior to the date of these resolutions necessary or appropriate to give effect to these resolutions and the matters authorized and approved hereby are hereby approved, ratified and confirmed.