

MILTON REVOLUTION CYCLING CLUB
(the “Corporation”)

RESOLUTIONS OF THE DIRECTORS

Dated as of 1st day of January , 2018.

ADMISSION OF MEMBERS

RESOLVED that the following persons have applied for membership in the Corporation and are hereby admitted as members of the Corporation:

Donald Brian Hunter
Martin Douglas Honsberger

BY-LAW

RESOLVED that:

1. By-Law No. 1, in the form circulated to the directors, is approved and adopted as the by-law of the Corporation relating to the transaction of the business and affairs of the Corporation;
2. such by-law be submitted to the member for confirmation; and
3. any director or officer is directed to certify a copy of such by-law as confirmed by the member and place such certified copy in the minute book of the Corporation.

OFFICERS

RESOLVED that the following persons are appointed officers of the Corporation to hold office at the pleasure of the Board:

Donald Brian Hunter	-	President
Martin Douglas Honsberger	-	Secretary
Donald Brian Hunter	-	Treasurer

REGISTERED OFFICE

RESOLVED that the address of the registered office of the Corporation is confirmed as 5399 McFarren Boulevard, Mississauga, Ontario L5M 5Y5.

RESOLVED that the registered office of the Corporation is designated as a place where the minute book containing the registers and corporate records of the Corporation may be prepared, maintained and kept.

FINANCIAL YEAR END

RESOLVED that the financial year end of the Corporation December 31st in each year.

SIGNING FORMS

RESOLVED that any of the partners of Borden Ladner Gervais LLP or any associate or law clerk employed by it, who has relevant knowledge of and appropriate instructions from the Corporation, is authorized to sign and/or file any administrative forms required to be filed under or pursuant to the legislation governing the administrative affairs of the Corporation.

BANKING

RESOLVED that:

1. that the banking resolution in the form required by _____ (the "Bank"), a draft of which is annexed as Schedule "A", is hereby passed; and
2. any two directors or officers of the Corporation is hereby authorized to execute on behalf of the Corporation such agreements between the Corporation and its bankers respecting the establishment and operation of the Corporation's account or accounts as such director or officer considers necessary or advisable.

EXTRA-PROVINCIAL REGISTRATION

RESOLVED that:

1. the Corporation is authorized to carry on business, and apply for extra-provincial registrations as any director or officer considers necessary or advisable, in such jurisdictions; and
3. any director or officer of the Corporation is authorized to execute and deliver on behalf of the Corporation any and all documents required to be delivered by the Corporation, and to perform all acts that may be required, to give effect to this resolution.

THESE resolutions are consented to in writing by the undersigned.



Martin Douglas Honsberger



Donald Brian Hunter

MILTON REVOLUTION CYCLING CLUB
(the "Corporation")

RESOLUTIONS OF THE MEMBERS

Dated as of 1st day of January, 2018.

CONFIRMATION OF BY-LAW NO. 1

RESOLVED that By-Law No. 1, as enacted by the directors of the Corporation, is confirmed as the by-law of the Corporation relating to the transaction of the business and affairs of the Corporation.

NUMBER OF DIRECTORS

RESOLVED that the number of directors of the Corporation is determined to be two (2).

ELECTION OF DIRECTORS

RESOLVED that the following persons are elected as directors of the Corporation to hold office], subject to the provisions of the Corporation's by-laws until, the first annual meeting of the Corporation or until their respective successors have been duly elected or appointed:

Martin Douglas Honsberger
Donald Brian Hunter

APPOINTMENT OF PUBLIC ACCOUNTANT

RESOLVED that _____, is hereby appointed public accountant of the Corporation to hold office until the first annual meeting of members at such remuneration as may be fixed by the directors who are authorized to fix such remuneration.

[Signature page follows]

THESE resolutions are consented to in writing by the undersigned.



Martin Douglas Honsberger



Donald Brian Hunter

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CERTIFICATE AND CONSENT

TO: THE CORPORATION

I consent to serve as a director of the Corporation and agree to my re-election or re-appointment from time to time until further notice.

I confirm that I am qualified to serve as a director of the Corporation, having reference to the criteria set out below for all directors under the *Canada Notforprofit Corporations Act* (the "Act"). I acknowledge that the Corporation is relying upon this certificate for the purpose of ensuring compliance by the Corporation with the provisions of the Act.

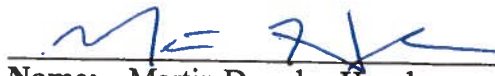
I consent to the participation by any director in a meeting of the board of directors, or of a committee of the board of directors, by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting, such consent to continue in effect unless revoked by an instrument in writing delivered to the Corporation.

I acknowledge that in the course of my duties with the Corporation, I may be requested to provide certain personal information to the Corporation, and I consent to the Corporation's collection, use and disclosure of such personal information as may be required by the Corporation from time to time in the course of its filing, minute books and other corporate records or filings.

I also agree to comply with the Act as amended from time to time and the regulations thereto, and any successor legislation that may hereafter be substituted therefor, as from time to time amended.

I declare the above information to be true and accurate as of the date hereof.

Dated as of 1st day of January, 2018.



Name: Martin Douglas Honsberger
Residential Address:
2107 15 Side Road
Moffat, Ontario
Canada L0P 1J0

PERSONS DISQUALIFIED AS DIRECTORS UNDER THE ACT

The following individuals are disqualified from being a director of the Corporation:

- (a) a person who is less than 18 years of age;
- (b) a person who has been declared incapable by a court in Canada or in another country;
- (c) a person who is not an individual;
- (d) a person who has the status of bankrupt; or

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I declare the above information to be true and accurate as of the date hereof.

Dated as of 1st day of January , 2018.



Name: Donald Brian Hunter

Residential Address:

5399 McFarren Boulevard

Mississauga, Ontario

Canada L5M 5Y5

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**NOTICE UNDER SECTION 162(1) OF
THE CANADA NOT-FOR-PROFIT CORPORATIONS ACT**

TO: THE CORPORATION

The members of the Corporation do not wish to receive the annual financial statements and other documents referred to in subsection 172(1) of the *Canada Not-for-profit Corporations Act* (the "Act") for the current fiscal period and all subsequent fiscal periods of the Corporation, provided that such financial statements and other documents are made available at the registered office address of the Corporation and at each annual meeting of members of the Corporation and before the signing of a resolution under paragraph 166(1)(a) of the Act in lieu of any annual meeting.

Dated as of 1st day of January, 2018.



Martin Douglas Honsberger



Donald Brian Hunter