

**SPECIAL RESOLUTION OF THE MEMBERS
OF
THE BRUCE TRAIL CONSERVATORY
(the “Corporation”)**

NUMBER OF DIRECTORS

WHEREAS subsection 2.2(a) of the by-laws of the Corporation approved ●, 2023 (the “**By-laws**”) provides that there shall be nineteen (19) directors (“**Directors**”) of the Corporation;

AND WHEREAS subsection 2.2(b) of the By-laws provides that the members of the Corporation (the “**Members**”) may, by special resolution, change the number of Directors from time to time or empower the Directors to determine, by resolution, the number of Directors.

NOW THEREFORE BE IT RESOLVED BY SPECIAL RESOLUTION THAT the Directors are hereby empowered to determine the number of Directors from time to time.