

**TULITA LAND CORPORATION
("TLC")**

DIRECTORS' RESOLUTION

WHEREAS Board of Directors deems it in the best interest of the Tulita Land Corporation to amend the By-laws as follows:

- Amend the notice requirements for a board of directors meeting to require notice by email 48 hours in advance of the meeting;
- Add these requirements for nominees:
 - Must be 18 years and older;
 - Must have a clear criminal record;
 - Must not owe money to the TLC or TFC; and
 - Must be resident in Tulita (except for one director who may be a non-resident); and
- Prohibit bribery in elections;

BE IT RESOLVED THAT:

1. The By-laws of the Tulita Land Corporation is amended as follows:
 - a. Section 6 is amended by striking out the following words:

"Directors must be individuals, at least 19 years of age, with power under law to contract. Directors must be voting members of the Corporation";
 - b. A new section is inserted after section 7 as follows:

"8. Each Director of the Corporation must:

 - a. be an individual, at least 18 years of age or older;
 - b. be a voting member of the Corporation;
 - c. be and have been ordinarily resident in Tulita for at least one-year prior to their nomination, unless the Director was elected as a non-resident candidate pursuant to schedule one, section 11;
 - d. not owe any outstanding debt to the Corporation or the Tulita Financial Corporation; and
 - e. not be convicted of an indictable offence under the Criminal Code, RSC 1985, C-46 or, if so convicted, must have a valid record suspension."
 - c. Paragraphs 9(d) to (g) is amended by deleting the struck-out words and inserting the underlined words as follows:

d. if he becomes a bankrupt or suspends payment or compounds with his creditors;

e. if at a special general meeting of members a resolution is passed by a majority of the members present at the meeting that he be removed from office; ~~or~~

f. on death; or

g. if he no longer meets the requirements under section 8.

d. Section 10 is amended by deleting the struck-out words and inserting the underlined words as follows:

"...Notice by email shall be sent at least fourteen (14) days prior to forty-eight (48) hours in advance of the meeting..."

e. Section 24 is amended by inserting the underlined words as follows:

Any officer may be re-appointed or re-elected for a subsequent term.

2. Schedule One to the By-laws of the Tulita Land Corporation is amended as follows:

a. Section 4 is amended by deleting the struck-out words inserting the underlined words as follows:

"In order to be nominated for election as President or a Director of the Corporation, a candidate must meet the requirements under section 8 of the by-laws at the time of their nomination. be a voting member of the Corporation as defined in paragraph 36 of the By-laws and qualify for election as a Director pursuant to paragraphs 6 and 9 of the By-laws. Specifically, a candidate must be:

a. ~~an individual, at least 19 years of age, of sound mind, and with power under law to contract;~~

b. ~~a voting member of the Corporation; and~~

c. ~~not a bankrupt or have suspended payment or compounded with his creditors."~~

b. Section 6 is amended by inserting the following words after paragraph 4:

"A candidate for President must be ordinarily resident of Tulita and must have been ordinarily resident in Tulita for at least one year prior to the date of nomination."

And inserting the additional words after paragraph 5:

"The list of candidates must identify non-resident candidates."

c. A new section is inserted after section 6 as follows:

7. Campaigning Rules

A person nominated for the office of President or Director:

- (a) must comply with the by-laws and schedules;
- (b) must respect the right and freedom of all candidates to organize and campaign;
- (c) must be non-violent and free of intimidation;
- (d) must comply with the official election results;
- (e) must not interfere with the Returning Officer's performance of their duties;
- (f) must not provide payment to a person, lend money to a person, or offer, agree or promise to do anything for a person:
 - (i) to induce that person to vote or refrain from voting, or to refrain from voting for or against a particular candidate, or
 - (i) to reward that person for having voted or refrained from voting, or refrained from voting for or against a particular candidate;
- (g) must not intimidate a person for any of the following purposes:
 - (i) to persuade or compel that person to vote or refrain from voting, or refrain from voting for or against a particular candidate, or
 - (ii) for having voted or refrained from voting, or refrained from voting for or against a particular candidate;
- (h) must not, by abduction, duress or fraudulent means:
 - (i) impede, prevent, or otherwise interfere with a person's right to vote,
 - (ii) compel, persuade or otherwise cause a person to vote or refrain from voting, or
 - (iii) compel, persuade or otherwise cause a person to vote or refrain from voting for a particular candidate; and
- (i) must not use the Corporation's resources for campaigning that are not available to other candidates for campaigning, if the person is a current members of the Board of Directors or is an employees of the Corporation.

If a voting member of the Corporation has reason to believe that a candidate has breached section 7, they may dispute the conduct or results of an election under section 13.

- d. Section 11 is amended by deleting the struck-out words inserting the underlined words as follows:

Upon completion of the counting of ballots, the Returning Officer shall post, at the head office of the Corporation, on its website and at a public place in Tulita, a list of the candidates, the number of votes that each candidate received, the residence of the candidates, and which candidates are eligible for election in accordance with the rules below. ~~publicly announce the results of the election by posting the names of the winning candidates and the number of votes that each candidate received at the head office of the Corporation, on its website and at a public place in Tulita.~~

The candidate for President with the highest number of votes will be eligible to be elected as President, provided that the candidate is and has been ordinarily resident in Tulita for one year prior to their nomination.

The candidates for Director with the highest number of votes will be eligible to be elected as a Director; however only one candidate who is not ordinarily resident in Tulita or is ordinarily resident in Tulita but was not resident for the entire year prior to their nomination (“non-resident”) is eligible to be elected as a Director. If two or more non-resident candidates have a high enough number of votes to be otherwise eligible to be elected as a Director, then only the non-resident candidate with the highest number of votes may be listed on the slate of candidates for election, but all other non-resident candidates will be deemed ineligible and the resident candidates with the next highest number of votes will be listed as eligible on the slate of candidates for election.

The Returning Officer shall attend the annual general meeting of the Corporation and shall move and second a motion to elect the slate of eligible winning candidates as the President and Directors of the Corporation.

3. The amended By-laws of the Tulita Land Corporation are attached as Appendix A to this resolution.

Moved: LeeAnn McPherson

Seconded: Dawn Widow

Votes in Favour: carried

Votes Opposed:

Abstentions: one

I, the undersigned, being a Director of Tulita Land Corporation, do hereby certify that this is a true copy of a resolution passed by the Directors of Tulita Land Corporation at a duly convened meeting of the Directors held at Tulita on the _13_ day of __Nov__, 2024.

Dated this __14_ day of __November__, 2024.

Director