

**LAKERIDGE HEALTH  
SPECIAL RESOLUTIONS  
APPROVING AMALGAMATION AND OTHER MATTERS**

WHEREAS Lakeridge Health (the “**Corporation**”) and Durham Mental Health Services (“**DMHS**”) wish to integrate by way of statutory amalgamation (the “**Amalgamation**”).

AND WHEREAS the Corporation wishes to first amend its Letters Patent of Amalgamation dated July 31, 1998: (1) to update its objects in keeping with other Ontario public hospitals and to expand them to include the objects and activities of DMHS for the purpose of enabling a statutory amalgamation; and (2) to update its special provisions in accordance with the Public Guardian and Trustee’s requirements (the “**Supplementary Letters Patent**”).

AND WHEREAS, conditional on receiving all required corporate and regulatory approvals, the Corporation wishes to file for Amalgamation following the Corporation’s receipt of the approved Supplementary Letters Patent.

AND WHEREAS this special resolution is to be passed by at least a majority of the board of trustees, and then confirmed by at least 2/3 of the members of the Corporation in attendance and voting at a general meeting of the members.

**APPLICATION FOR SUPPLEMENTARY LETTERS PATENT**

**BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. The Form 3 – Application for Supplementary Letters Patent, a copy of which has been circulated in advance of the meeting, is approved.
2. Any two of the trustees of the Corporation (the “**Authorized Signatories**”) are together authorized and directed, for and on behalf of the Corporation, to execute, deliver, and file the Supplementary Letters Patent, with such amendments as they may deem necessary or advisable to comply with the requirements of any governmental authority having jurisdiction in respect of the Supplementary Letters Patent, without the need for further approval of the board of trustees or members of the Corporation, and the executed Supplementary Letters Patent shall be conclusive evidence of approval by the Authorized Signatories, and the documents so executed, delivered, and filed are the Supplementary Letters Patent authorized by this special resolution.

**AMALGAMATION**

**BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. The Amalgamation of the Corporation and DMHS is approved in accordance with the terms of the amalgamation agreement (the “**Amalgamation Agreement**”).
2. The application for letters patent of amalgamation (the “**Letters Patent of Amalgamation**”) and the Amalgamation Agreement, copies of which have been circulated in advance of the meeting, are each approved.

3. Following receipt of the approved Supplementary Letters Patent, the Authorized Signatories are together authorized and directed, for and on behalf of the Corporation, to execute, deliver, and file each of:

(a) the Letters Patent of Amalgamation; and

(b) the Amalgamation Agreement,

with such amendments as they may deem necessary or advisable to comply with the requirements of any governmental authority having jurisdiction in respect of the Amalgamation, without the need for further approval of the board of trustees or members of the Corporation, and the executed Letters Patent of Amalgamation and Amalgamation Agreement shall be conclusive evidence of their approval by the Authorized Signatories, and the documents so executed, delivered, and filed are the Letters Patent of Amalgamation and the Amalgamation Agreement authorized by this special resolution.

4. Any officer or trustee of the Corporation is authorized and directed, for and on behalf of the Corporation, to do all acts and things and to execute, under the corporate seal of the Corporation or otherwise, and to deliver all such agreements, documents, certificates, or other instruments as may be necessary or desirable to give effect to the Amalgamation.