

Appendix 3

RESOLUTION OF THE DIRECTORS OF ENERSOURCE CORPORATION

WHEREAS Enersource Corporation (the “**Corporation**”) has received notice of the Annual General Meeting (the “**AGM**”) of Alectra Inc. (“**Alectra**”) to be held on April 29, 2022;

AND WHEREAS in connection with the AGM, it is proposed that the shareholders of Alectra approve the following Special Resolution (the “**Alectra Resolution**”):

In accordance with Subsection 2.21(1)(j) of the Alectra Inc. Unanimous Shareholder Agreement:

1. KPMG LLP are appointed auditors of the Corporation, to hold office until the close of the next annual meeting of the shareholders or until their successors are appointed, subject to the provisions of the Business Corporations Act; and

2. The remuneration of the auditors shall be fixed by the directors of the Corporation.

AND WHEREAS Bonnie Crombie’s appointment to the Board of Directors of Alectra will expire at the AGM on April 29, 2022;

AND WHEREAS in 2021 the Directors of Enersource passed a resolution confirming Norm Lomberg and Gerry Beasley as Enersource’s independent representatives of the Board of Alectra but failed to specify the effective date and term of such appointments and now wish to clarify those appointments;

NOW THEREFORE BE IT RESOLVED THAT:

1. Subject to and conditional upon the approval of the shareholders of the Corporation, the Corporation in its capacity as a shareholder of Alectra be and is hereby authorized to give its approval to the Alectra Resolution;
2. Bonnie Crombie be reappointed to the Board of Alectra Inc. for a further term of 3 years, commencing April 29, 2022 and expiring upon Alectra’s 2025 Annual General Meeting;
3. Norm Lomberg and Gerry Beasley be reappointed as Enersource’s independent representatives on the Board of Alectra Inc. for a further 3 year term each, commencing June 11, 2021 and expiring upon the 2024 Alectra Annual General Meeting;
4. The CEO and the Chair of the Corporation are hereby authorized and directed to execute and deliver the Alectra Resolution; and
5. The CEO and the Chair of the Corporation are hereby authorized and directed to sign and/or dispatch and deliver all other resolutions, documents, notices or certificates to be signed and/or dispatched or delivered under or in connection with the foregoing matters or the AGM or to take any action deemed necessary in respect of any of the foregoing.