



**RESOLUTION OF THE SHAREHOLDERS
OF
ALECTRA INC.
(the "Corporation")**

Appointment of Auditors

RESOLVED AS A SPECIAL RESOLUTION THAT:

In accordance with Subsection 2.21(1)(j) of the USA:

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.