

Appendix 3

COUNCIL OF THE CITY OF MISSISSAUGA

WHEREAS the Corporation of the City of Mississauga (the “**City**”) is a shareholder in Enersource Corporation (“**Enersource**”);

AND WHEREAS Enersource and others are parties to the Unanimous Shareholders Agreement for Alectra Inc. (“**Alectra**”);

AND WHEREAS Enersource has received notice of the Annual General Meeting of Alectra Inc. to be held on April 26, 2024;

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 the terms of Norm Loberg and Gerry Beasley as an Enersource-appointed directors on the Alectra Board of Directors will expire at the Alectra AGM and Council wishes to approve the reappointment of Norm Loberg and Gerry Beasley to the Board of Alectra to each serve for a further term of 3 years commencing April 26, 2024 and expiring upon the holding of Alectra’s 2027 Annual General Meeting;

AND WHEREAS in 2021 Council authorized the Directors of Enersource to reappoint Norm Lomberg and Gerry Beasley as Enersource’s independent representatives on the Board of Alectra and now wishes to authorize the Directors of Enersource to pass a clarifying resolution confirming that Norm Loberg and Gerry Beasley be reappointed for a further 3-year term each, commencing June 11, 2021 and expiring upon the 2024 Alectra Annual General Meeting;

NOW THEREFORE IT IS RESOLVED THAT:

1. Council authorizes the Directors of Enersource to pass a resolution (the “**Enersource Resolution**”):
 - (a) Approving the Alectra Resolution;
 - (b) Reappointing Norm Loberg and Gerry Beasley as Enersource’s independent representatives on the Board of Alectra for a further 3-year term each, commencing April 26, 2024 and expiring upon the holding of the 2027 Alectra Annual General Meeting;
2. The Mayor and the City Clerk are hereby authorized and directed to execute and deliver the Enersource Resolution; and

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3. The Mayor and the City Clerk 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 to take any action deemed necessary in respect of any of the foregoing.