

RESOLUTION OF THE DIRECTORS

OF

THE NATIONAL SUNFLOWER ASSOCIATION OF CANADA INC.

(herein called the “**Association**”)

WHEREAS the Association and MANITOBA CROP ALLIANCE INC., MANITOBA CORN GROWERS ASSOCIATION INC., MANITOBA FLAX GROWERS ASSOCIATION INC., MANITOBA WHEAT AND BARLEY GROWERS ASSOCIATION INC., and WINTER CEREALS MANITOBA INC (collectively, the “**Amalgamating Associations**”) entered into an Amalgamation Agreement, dated February 12, 2020 (the “**Amalgamation Agreement**”), whereby the Association and the Amalgamating Associations will amalgamate and continue as one corporation (the “**Amalgamation**”) under the name of **MANITOBA CROP ALLIANCE INC.** (“**Amalco**”);

AND WHEREAS by resolution at a special meeting of the members of the Association on **February 12, 2020**, the members of the Association approved the Amalgamation upon terms and conditions substantially in the form of Amalgamation Agreement, which shall include among other things the by-laws of Amalco, copies of which been presented to the Board of Directors (the “**Amalgamation Agreement**”);

AND WHEREAS pursuant to the Amalgamation Agreement, the Association shall file articles of amalgamation (the “**Articles of Amalgamation**”) with the Director under *The Corporations Act* (Manitoba);

NOW, THEREFORE BE IT RESOLVED THAT:

1. The execution and delivery by the Association of the Amalgamation Agreement is hereby authorized, sanctioned, ratified and approved.
2. The by-laws of Amalco are hereby sanctioned, ratified and approved.
3. The Amalgamation substantially on the terms set out in the Amalgamation Agreement is hereby authorized, sanctioned, ratified and approved.
4. The filing of the Articles of Amalgamation pursuant to the Amalgamation Agreement is hereby authorized, sanctioned, ratified and approved.
5. Any one officer or director of the Association is hereby authorized and directed for and on behalf of the Association to execute and deliver the Amalgamation Agreement in substantially the form presented to the Board of Directors with such changes as such officer or director may approve as evidenced by their execution of the Amalgamation Agreement and to execute and deliver the Articles of Amalgamation to the Director under *The Corporations Act* (Manitoba) and to take any and all such other steps or actions as may be necessary or appropriate in connection with the Amalgamation, including, without limitation, actions to amend, extend, waive conditions of or terminate the Amalgamation Agreement, or to withdraw Articles of Amalgamation after having been submitted for registration with the Director under *The*

Corporations Act (Manitoba) at any time prior to the issuance of a Certificate of Amalgamation, and to execute and deliver for and in the name of and on behalf of the Association, whether under seal or not, all such other certificates, instruments, agreements, documents and notices, and to take such further actions that in such person's opinion may be necessary or appropriate to carry out the purposes and intent of the foregoing resolutions.

[Remainder of page left intentionally blank.]

CERTIFIED

The undersigned, Gregg Fotheringham, President of **THE NATIONAL SUNFLOWER ASSOCIATION OF CANADA INC.** (the “**Association**”) does hereby certify, in their capacity as an officer of the Association and not in his personal capacity, that the foregoing is a true copy of an extract of the resolutions of the Board of Directors of the Association carried at a meeting of the Board of Directors of Association held on **December 12, 2019** and further that the said resolutions are still in full force and effect and unamended as of the date of this certificate.

CERTIFIED under my hand this ____ day of _____, 2019.

Name: Gregg Fotheringham
Title: President