

BE IT RESOLVED AS A SPECIAL MOTION THAT:

1. In relation to the amalgamation of THE NATIONAL SUNFLOWER ASSOCIATION OF CANADA INC. (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**”) and effective August 1, 2020:
 - a. the amalgamation of the Association with the Amalgamating Associations (the “**Amalgamation**”), substantially on the terms and conditions set forth in the amalgamation agreement presented to the members and posted on the Association’s website (the “**Amalgamation Agreement**”), is hereby approved; and
 - b. the current by-laws of the Association be amended and replaced with the by-laws, as posted on the Association’s website, of the Manitoba Crop Alliance Inc.
