SPECIAL RESOLUTION OF THE MEMBERS

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(the "Corporation")

AMALGAMATION

WHEREAS pursuant to Section 204 of the *Canada Not-for-profit Corporations Act* ("**CNCA**") two or more corporations may amalgamate and continue as one corporation;

AND WHEREAS it is considered to be in the best interests of the Corporation and its members that Canadian Plant Technology Agency Inc. ("**CPTA**"), Commercial Seed Analysts Association of Canada Inc. ("**CSAAC**"), Canadian Seed Trade Association /L'Association Canadienne du Commerce Des Semences ("**CSTA**"), Canadian Seed Institute / Institut canadien des semences ("**CSI**") and Canadian Seed Growers' Association / Association canadienne des producteurs de semences ("**CSGA**") (collectively, the "**Amalgamating Corporations**") amalgamate under the CNCA.

NOW THEREFORE BE IT RESOLVED THAT:

1. in accordance with the Corporation's by-laws and the provisions of Section 206 of the CNCA, the amalgamation of the Corporation as one of the Amalgamating Corporations on substantially the terms set out in the Amalgamation Agreement including the Articles of Amalgamation and the General By-law which form part thereof, as may be amended from time to time (the "**Amalgamation**") submitted to the meeting is authorized and approved;

2. the Amalgamation Agreement dated as of May _____, 2020 between the Amalgamating Corporations as it may be amended from time to time (the "**Amalgamation Agreement**"), the actions of the directors of the Corporation in approving the Amalgamation and the Amalgamation Agreement and the actions of the directors and officers of the Corporation in executing and delivering the Amalgamation Agreement and causing the performance by the Corporation of its obligations thereunder are hereby confirmed, ratified, authorized and approved;

3. notwithstanding that the Amalgamation Resolution has been passed (and the Amalgamation approved and agreed to by the members of the Corporation), the directors of the Corporation are hereby authorized and empowered without further approval of any members of the Corporation (i) to amend the Amalgamation Agreement to the extent permitted by the Amalgamation Agreement, or (ii) not to proceed with the Amalgamation at any time prior to the Date of Amalgamation (as defined in the Amalgamation Agreement) in accordance with the provisions of the Amalgamation Agreement; and

4. any one director or officer of the Corporation is hereby authorized, empowered and instructed, acting for, in the name and on behalf of the Corporation, to execute or cause to

be executed, under the seal of the Corporation or otherwise, and to deliver or to cause to be delivered, all such other documents and to do or to cause to be done all such other acts and things as in such person's opinion may be necessary or desirable in order to carry out the intent of the foregoing paragraphs of these resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or the doing of such act or thing.