

TULITA LAND CORPORATION

DIRECTORS' RESOLUTION

WHEREAS the Tulita Land Corporation Board of Directors deems it in the best interest of the corporation to align its elections schedule with the elections schedule of the Tulita Dene Band to facilitate governance cooperation and reduce election costs for the community of Tulita; and

WHEREAS the Tulita Land Corporation Board of Directors will align its elections schedule with the elections schedule of the Tulita Dene Band by:

- Amending its By-Laws so its elections are to be held in June of each elections year; and
- Postponing its impending elections scheduled for September 2023 under the prior By-Laws to June 2024 under the amended By-Laws.

BE IT RESOLVED THAT:

1. The By-laws of the Tulita Land Corporation are amended as follows:
 - a. The first sentence of Section 8 is revised so that the Directors term of office is set out in section one, schedule one of the By-Laws, as follows:
 - i. The words "Directors shall be elected for a term of four (4) years, by ordinary resolution and an annual general meeting of members" are deleted and are replaced with the words "Directors shall be elected for a term set out in section 1, schedule one, by ordinary resolution at an annual general meeting of members."
 - b. The following grammatical and spelling errors in the By-laws are revised:
 - i. In section 2, the word "who" is inserted after the words "Membership in the Corporation shall be limited to persons".
 - ii. In section 10, the word "to" is inserted after the words "by means of such conference or other communication facilities as".
 - iii. In section 34, after the words "No member shall be entitled to attend a meeting of the members" the word "be" is removed and is replaced by the word "by".
2. Schedule One to the By-laws of the Tulita Land Corporation are amended to change the elections schedule to June and to allow for flexible terms of office to accommodate the change in the elections schedule:
 - a. The following section 1 and section 4 are deleted:
 1. Date of Election
Elections shall occur every two (2) years during the month of September. The date of each election shall be determined by the Board of Directors.

4. Period of Office

Once elected, the President and each Director shall hold office for a period of four (4) years. Notwithstanding the foregoing, the term of the President and each Director shall be extended until election of his/her successor.

Commencing in 2015, election of the President shall occur every four (4) years. Commencing in 2015, the terms of Directors shall be staggered such that the election of three (3) Directors shall occur every two (2) years. To facilitate transition to the staggering of terms, the three (3) Directors receiving the fewest number of votes in the 2015 election will serve a term of two (2) years and the other three (3) Directors will serve a term of four (4) years.

b. Section 1 is replaced with the following sections:

1. Term of Office

Each of the Directors, including the President, will be elected to hold office for a term starting at the close of the annual general meeting at which they are elected and expiring not later than the close of the fourth annual general meeting following their election. If an election is not held on the fourth annual general meeting following a Director's election, as required, the incumbent Director will continue to hold office until their successor is elected in accordance with this Schedule One.

2. Election Date

Elections will be held every two (2) years during years in which the term of the President or any other Director is set to expire. Elections will be held in the month of June on a date determined by a resolution of Directors. Notwithstanding the foregoing, the Directors may schedule an election date that is not in June if they obtain member approval by ordinary resolution of the members.

3. Staggered Terms of Office

The Directors will hold staggered terms of office so one-half of the Directors and the President will be elected in one election year and the other half of the Directors will be elected in the following election year.

3. In accordance with the amendments to the Tulita Land Corporation By-Laws, the impending elections scheduled for September 2023 under the prior By-Laws are postponed to June 2024 under the amended By-Laws.

Moved: Dawn Widow

Seconded: Sally Tatti

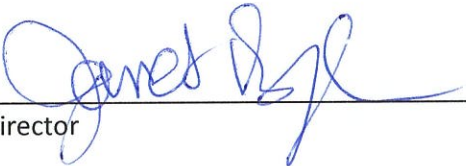
Votes in Favour: All in favour

Votes Opposed: None

Abstentions: None

I, the undersigned, being a Director of Tulita Land Corporation, do hereby certify that this is a true copy of a resolution passed by the Directors of Tulita Land Corporation at a duly convened meeting of the Directors held at Tulita on the 29 day of June, 2023.

Dated this 27 day of June, 2023.



Director