

THE CORPORATION OF THE TOWN OF TILLSONBURG

BY-LAW 2026-035

A BY-LAW to authorize the execution of a Share Purchase Agreement with ERTH Corporation

WHEREAS the Town of Tillsonburg (the “Town”) holds all of the issued and outstanding shares (the “Shares”) in the capital of Tillsonburg Hydro Inc. (the “Corporation”);

AND WHEREAS on November 7, 2025, the Town approved the entry by the Corporation into a letter of intent (the “LOI”) with ERTH Corporation (“ERTH”);

AND WHEREAS pursuant to the LOI, the board of directors of the Corporation has recommended that the Town approve and enter into a share purchase agreement (the “Purchase Agreement”) with ERTH, a draft of which having been either presented or described to the council of the Town, pursuant to which, among other things, the Town will sell to ERTH and ERTH will purchase from the Town, the Shares (the “Transaction”);

AND WHEREAS pursuant to the terms of the Purchase Agreement or as otherwise contemplated in connection with the Transaction, the Town will be required to execute and deliver certain ancillary agreements, documents, deeds and instruments, either at the time of execution of the Purchase Agreement or closing of the transactions contemplated thereby, including a customer services agreement and a community involvement agreement (the “Related Agreements”), drafts of each such Related Agreement having been either presented or described to the council of the Town;

AND WHEREAS capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Purchase Agreement.

NOW THEREFORE BE IT RESOLVED THAT:

1. The Town hereby approves the Transaction.
2. The Town is authorized to enter into the Purchase Agreement and each of the Related Agreements substantially in the form presented or described to the council of the Town.
3. The execution and delivery by the Township of the Purchase Agreement and the Related Agreements and the performance by it of its obligations thereunder, with such deletions, amendments or additions thereto as the Chief Administrative Officer may determine, is authorized and approved, the execution of such agreements in accordance with the provisions of the paragraph immediately below being conclusive evidence of such determination.
4. The Mayor and Clerk are each authorized and directed, for and in the name of and on behalf of the Town, to execute and deliver the Purchase Agreement and the Related Agreements, with such deletions, amendments or additions thereto

as the Chief Administrative Officer may in his absolute discretion determine, the execution of such agreements in accordance with the provisions of this paragraph being conclusive evidence of such determination.

5. The Mayor and Clerk are each authorized and directed, for and in the name of and on behalf of the Town, to execute and deliver all such other agreements, amendments, instruments, certificates, resolutions and other documents, and to do all such other acts and things as the Chief Administrative Officer may determine to be necessary or advisable in connection with the Purchase Agreement or the Related Agreements, the execution and delivery of any such agreement, amendment, instrument, certificate, resolution or other document or the doing of any such other act or thing by the Mayor or the Clerk being conclusive evidence of such determination.

READ A First, Second, Third and Final time and passed this 27th of April 2026.

MAYOR – Deb Gilvesy

CLERK – Trisha McKibbin