

BE IT RESOLVED AS A SPECIAL MOTION THAT:

1. In relation to the amalgamation of **MANITOBA WHEAT AND BARLEY GROWERS ASSOCIATION INC.** (the “**Association**”) and **MANITOBA CROP ALLIANCE INC.**, **MANITOBA CORN GROWERS ASSOCIATION INC.**, **MANITOBA FLAX GROWERS ASSOCIATION INC.**, **THE NATIONAL SUNFLOWER ASSOCIATION OF CANADA 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.
