SPECIAL RESOLUTION

of

NIAGARA FALLS CURLING CLUB LIMITED

(hereinafter called the "Corporation")

WHEREAS

A. The Corporation is not insolvent and is capable of paying its liabilities as they come due;

B. The Corporation is a Social Club with Share Capital, and pursuant to Section 2.1(1)(a) of the Corporations Act (Ontario) is required to continue as either a Not-for-Profit Corporation, as Business Corporation or a Co-operative Corporation;

C. The board of directors has determined that it is in the best interests of the Corporation in accordance with its stated purposes to continue as a Not-For-Profit Corporation; and

D. The Corporation has been managed as if it were a Not-for-Profit Corporation for many years;

NOW THEREFORE BE IT RESOLVED that the Corporation:

(1) Be authorized to apply and file all necessary documents pursuant to section 2.1(1)(a) of the Corporations Act (Ontario) to be continued as a Corporation to which *Not-for-Profit Corporations Act, 2010 (the "Act")* applies and the Articles of Continuance shall provide as follows:

   (a) The name of the Corporation be changed from the Niagara Falls Curling Club Limited to the Niagara Falls Curling Club;

   (b) The Corporation shall have a variable board of directors with a minimum number of three (3) and a maximum number of twelve (12);

   (c) The objects of the Corporation as set out in the Letters Patent and Supplementary Letters Patent shall be deleted and replaced with the following:

      The establishment and operation of a curling club for the purposes of

      a) promoting interest and participation in the sport of curling;

      b) arranging leagues, competitions and tournaments and granting prizes, awards and distinctions;

      c) providing dining, meeting, changing and equipment rooms and other facilities for members and their guests;

      and such other complementary purposes not inconsistent with these purposes.

(d) Cancelling all issued and outstanding share capital in the Corporation and deleting all provisions contained in the Letters Patent and Supplementary Letters Patent authorizing the issuance of share capital in the Corporation and deleting all provisions and references relating to share capital;

(e) The Directors shall be the current Directors of the Corporation who shall carry on as such in the continued Corporation;

(f) Deleting all of the special provisions contained in the Letters Patent an Supplementary Letters Patent and replace them with the following:

i. Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities or as otherwise permitted by the Not-for-Profit Corporations Act, 2010 (Ontario).

ii. The Corporation Shall have one class of member. Each member shall be entitled to receive notice of and vote at all meetings of the members of the Corporation.

iii. Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate with similar purposes to its own.