Special Resolution

Valley Credit Union Limited

WHEREAS the Members of Valley Credit Union Limited (the "**Credit Union**") approve of its Board of Directors' (the "**Board**") recommendation for the Credit Union to amalgamate with East Coast Credit Union Limited and Teachers Plus Credit Union Limited in accordance with the *Credit Union Act* (the "**Act**").

AND WHEREAS approval of a recommendation for amalgamation must be passed by the Members by way of special resolution, as defined in the Act.

BE IT RESOLVED THAT the Credit Union be amalgamated with East Coast Credit Union Limited and Teachers Plus Credit Union in accordance with the Amalgamation Agreement and Charter By-Laws as presented at the Special Meeting of Members duly called for that purpose.

AND FURTHER BE IT RESOLVED THAT the Board be, and is hereby authorized to do all things necessary or desirable to:

a) effect the amalgamation of the Credit Union pursuant to the provisions of the Act, including but not limited to:

   i) complete any actions or undertakings within its jurisdiction and authority, including execution of any documents reasonably necessary for upholding its duties and responsibilities to the Credit Union, and to give effect to the proposed amalgamation; and

   ii) oversee the proper execution of a communications plan throughout the process, which includes effective delivery of information and documents in a timely manner; and

b) make such incidental changes to the Amalgamation Agreement, Articles of Amalgamation, and/or the Charter By-laws as may be needed to ensure the approval of the Superintendent of Credit Unions prior to the proposed effective amalgamation date of 01 January 2022.

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I, the undersigned, hereby certify the foregoing is a true copy of the Special Resolution duly presented at a Special Meeting of Members of Valley Credit Union Limited duly held on the 29th day of June 2021.

DATED this day of , 20__. _____
Secretary