

ROUGE VALLEY HEALTH SYSTEM

SPECIAL RESOLUTION APPROVING ASSET TRANSFER

(to be approved by the board and confirmed by the members of RVHS)

ASSET TRANSFER

WHEREAS on May 13, 2016, Dr. Eric Hoskins, Minister of Health and Long-Term Care (the "**Minister**"), wrote to the board chairs of each of Lakeridge Health ("**LH**"), The Scarborough Hospital ("**TSH**") and Rouge Valley Health System ("**RVHS**") (each sometimes referred to as a "**hospital**") and endorsed the recommendations set out in the expert report of the Scarborough / West Durham Panel dated October 30, 2015, and in that correspondence the Minister indicated his support of:

- (a) the Birchmount and General sites of TSH and the Centenary site of RVHS being operated by a single hospital corporation (the "**Amalgamation**"); and
- (b) the Ajax Pickering site of RVHS being operated by LH, with assurances that LH update its governance framework to appropriately recognize the addition of the Ajax Pickering site to LH.

AND WHEREAS RVHS and LH wish to integrate by way of the transfer of certain assets and liabilities related to the Ajax Pickering site by RVHS to LH as more particularly described in the integration and transfer agreement circulated prior to the meeting (the "**Transfer**").

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the Transfer is approved, provided the Amalgamation is approved by special resolution of each of TSH and RVHS;
2. the integration and transfer agreement (the "**Transfer Agreement**"), a copy of which has been circulated prior to the meeting, is approved;
3. following confirmation of this special resolution by the members, any two directors of RVHS (the "**Authorized Signatories**") are together authorized and directed, for and on behalf of RVHS, to execute and deliver the Transfer Agreement, with such amendments as they may deem necessary or advisable to comply with the requirements of any governmental authority having jurisdiction in respect of the Transfer, without the need for further approval of the board of directors or members of RVHS, and the executed Transfer Agreement shall be conclusive evidence of its approval by the Authorized Signatories, and the Transfer Agreement so executed and delivered is the Transfer Agreement authorized by this resolution; and
4. any officer or director of RVHS is authorized and directed, for and on behalf of RVHS, to do all acts and things and to execute, under the corporate seal of RVHS or otherwise, and to deliver all such agreements, documents, certificates or other instruments as may be necessary or desirable to give effect to the Transfer.