

WHISTLER VILLAGE LAND CO. LTD.
(the "Company")

**RESOLUTIONS OF SHAREHOLDER IN WRITING
AND
WAIVER OF ANNUAL GENERAL MEETING**

WHEREAS the Resort Municipality of Whistler is the sole shareholder of the Whistler Village Land Co. Ltd.

Pursuant to the provisions of Section 180 of the *Business Corporations Act* (British Columbia), the following resolutions are passed by the shareholder of the Company entitled to attend and vote at the annual general meeting of the Company.

FINANCIAL STATEMENTS

RESOLVED that the report of the Directors to the Shareholder on the affairs of the Company and the financial statements dated December 31, 2019 be accepted and that all acts and proceedings of the Directors since the date of the last Annual General Meeting be confirmed and approved.

APPOINTMENT OF DIRECTORS

RESOLVED that Jack Crompton, Louis Edward Battiston, and Carlee Price, having consented in writing to act as directors of the Company, be elected directors of the Company, to hold office until the next annual general meeting of the Company or until sooner ceasing to hold office.

WAIVER OF APPOINTMENT OF AUDITORS

RESOLVED that pursuant to Section 203 of the *Business Corporations Act* (British Columbia) in respect of the current financial year, the appointment of an auditor is hereby waived.

WAIVER AND CONSENT

RESOLVED that pursuant to Section 180 of the *Business Corporations Act* (British Columbia), the Resort Municipality of Whistler, being the sole shareholder of the Company entitled to attend and vote at the annual general meeting, does hereby waive the holding of the said meeting and does consent in writing to all of the foregoing resolutions, which constitute proceedings in lieu of the 2020 Annual General Meeting of the Company and does specify April 7, 2020 as being the date on which the 2020 Annual General Meeting shall be deemed to have been held, as evidenced by the signatures of the Mayor and Corporate Officer hereto.

DATED this ____ day of _____, 2020.

RESORT MUNICIPALITY OF WHISTLER by its authorized signatories:

Mayor

Municipal Clerk