

# Annual Report (Minutes)

Child Caring LTD.

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Year End	2017	Meeting Date
<b>January 31</b>		<b>March 01, 2018</b>

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Waiver of Notice to the Directors	.....	BAP
Waiver of Notice to the Shareholders	.....	DVF
Consent by All Shareholders to Exemption from Audit	.....	PVT
Minutes of A Meeting of the Directors	.....	RCO
Minutes of Annual General Meeting	.....	KXM
Minutes of A Meeting of the Directors	.....	IDI
Consent by Jane Carter to Act as a Director	.....	KZG
Consent by Susan Rogers to Act as a Director	.....	UIE
Resolution to Declare a Dividend	.....	WLD

Prepared **March 16, 2018**. The above list of documents corresponds with a document numbered from “AAA” to “ZZZ”. This number is unique and randomly generated, and appears in the bottom-right of the corresponding document. The numbers are provided to make collation easier, but are not in order so that any particular document may be removed or replaced without notice.

## Waiver of Notice to the Directors

Child Caring LTD.  
("the Corporation")

The undersigned directors of Child Caring LTD. (the "Corporation"), hereby consent to the holding of a meeting of the board of directors of the Corporation on March 1, 2018 at the hour of 10:00am at the Registered Office of the Corporation and hereby waive notice of the said meeting and consent to the transaction of business thereat or any adjournment thereof, and do hereby waive any and all other notice of the said meeting.

**The undersigned hereby** execute the foregoing Waiver of Notice to the Directors for Child Caring LTD. pursuant to the Ontario Business Corporations Act, RSO 1990, c B.16 this 16th day of March, 2018:

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Jane Carter

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Susan Rogers

## Waiver of Notice to the Shareholders

Child Caring LTD.  
("the Corporation")

The undersigned shareholders of Child Caring LTD. (the "Corporation"), hereby consent to the holding of a meeting of the shareholders of the Corporation on March 1, 2018 at the hour of 11:00am at the Registered Office of the Corporation and hereby waive notice of the said meeting and consent to the transaction of business thereat or any adjournment thereof, and do hereby waive any and all other notice of the said meeting.

**The undersigned hereby** execute the foregoing Waiver of Notice to the Shareholders for Child Caring LTD. pursuant to the Ontario Business Corporations Act, RSO 1990, c B.16 this 16th day of March, 2018:

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Jane Carter

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Susan Rogers

## Consent by All Shareholders to Exemption from Audit

Child Caring LTD.  
("the Corporation")

The undersigned, being all the shareholders of Child Caring LTD. (the "Corporation") hereby declare that the Corporation is not offering its securities to the public.

Pursuant to the Ontario Business Corporations Act, RSO 1990, c B.16, we hereby consent to the exemption of the Corporation from the audit provisions set out in the Act in respect of the first fiscal year of the Corporation, and in respect of each fiscal thereafter until this consent is revoked.

**The undersigned hereby** consent the foregoing Consent by All Shareholders to Exemption from Audit for Child Caring LTD. pursuant to the Ontario Business Corporations Act, RSO 1990, c B.16 this 16th day of March, 2018:

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Jane Carter

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Susan Rogers

# Minutes of A Meeting of the Directors

Child Caring LTD.  
("the Corporation")

## MINUTES

Location held at the Registered Office of the Corporation on March 1, 2018 at 11:00am.

Present The following directors were present:

**Jane Carter, Susan Rogers**

The President of the Corporation acted as Chairperson and the Secretary of the Corporation acted as Secretary of the meeting.

A quorum of the directors being present, and all directors of the Corporation having waived notice of the meeting, the Chairman declared the meeting to be duly constituted.

Approval of financial statements On motion duly made, seconded and unanimously carried, the following resolution was passed:

**Be it resolved that:** the unaudited financial statements of the Corporation for the fiscal period ended January 31, 2017 be and the same are hereby accepted by the shareholders of the Corporation.

Shareholders meeting On motion duly made, seconded, and unanimously approved, the following resolution was passed

**Be it resolved that:** the annual meeting of the shareholders be held for the purposes of receiving and considering the financial statements of the Corporation for the fiscal period ended January 31, 2017, electing directors, appointing the accountant and transacting such other business as may properly come before the meeting.

**The undersigned hereby** approve the foregoing Minutes of A Meeting of the Directors for Child Caring LTD. pursuant to the Ontario Business Corporations Act, RSO 1990, c B.16 this 16th day of March, 2018:

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Jane Carter

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Susan Rogers

# Minutes of Annual General Meeting

Child Caring LTD.  
("the Corporation")

## MINUTES

Location held at the Registered Office of the Corporation on March 1, 2018 at 11:00am.

Present The following shareholders were present at the meeting:

**Child Caring LTD.**

The President of the Corporation acted as Chairperson and the Secretary of the Corporation acted as Secretary of the meeting.

A quorum of shareholders being present either personally or by proxy, and all of the shareholders of the Corporation having waived notice of the meeting, the Chairman declared the meeting to be duly constituted.

Approval of financial statements On motion duly made, seconded and unanimously carried, the following resolution was passed:

**Be it resolved that:** the unaudited financial statements of the Corporation for the fiscal period ended January 31, 2017 be and the same are hereby accepted by the shareholders of the Corporation.

Confirmation of proceedings On motion duly made, seconded and unanimously carried, the following resolution was passed:

**Be it resolved that:** all acts, by-laws, resolutions, contracts, proceedings, elections, appointments and payments enacted, passed, made, done or taken by the directors and officers of the Corporation since the date of the last annual meeting of shareholders of the Corporation be and the same are hereby approved, ratified and confirmed.

Election of directors The Chairman then stated that it was in order to proceed with the election of directors and called for nominations. The following persons were nominated:

**Jane Carter**

**Susan Rogers**

There being no further nominations, the Chairman declared nominations closed.

On motion duly made, seconded and unanimously carried, the following resolution was passed:

**Be it resolved that:** The following persons be and they are hereby elected directors of the Corporation to hold office until the completion of the next annual meeting of the shareholders of the Corporation or until their respective successors are duly elected, subject to the provisions of the by-laws of the Corporation and the provisions of the *Ontario Business Corporations Act, RSO 1990, c B.16*:

**Jane Carter**  
**Susan Rogers**

Appointment  
of Accountant

**Ernest & Young**

be and same is hereby appointed as accountant of the Corporation to hold office until the completion of the next annual meeting of the shareholders of the Corporation, or until a successor is appointed, at such remuneration as may be fixed by the board of directors and the board of directors is hereby authorized to fix such remuneration.

**The undersigned hereby** approve the foregoing Minutes of Annual General Meeting for Child Caring LTD. pursuant to the Ontario Business Corporations Act, RSO 1990, c B.16 this 16th day of March, 2018:

\_\_\_\_\_  
Jane Carter

\_\_\_\_\_  
Susan Rogers

# Minutes of A Meeting of the Directors

Child Caring LTD.  
("the Corporation")

## MINUTES

Location held at the Registered Office of the Corporation on March 1, 2018 at 11:00am.

Present The following directors were present:

**Jane Carter, Susan Rogers**

The President of the Corporation acted as Chairperson and the Secretary of the Corporation acted as Secretary of the meeting.

A quorum of the directors being present, and all directors of the Corporation having waived notice of the meeting, the Chairman declared the meeting to be duly constituted.

Appointment of Officers On motion duly made, seconded and unanimously carried, the following resolution was passed:

**Be it resolved that:** the following persons be and they are hereby elected and appointed officers of the Corporation to hold the office or offices referred to opposite their respective names until the next annual general meeting of the shareholders or until their respective successors shall be elected and appointed:

**Susan Rogers: President, CEO**

**Jane Carter: President, Treasurer**

**The undersigned hereby** approve the foregoing Minutes of A Meeting of the Directors for Child Caring LTD. pursuant to the Ontario Business Corporations Act, RSO 1990, c B.16 this 16th day of March, 2018:

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Jane Carter

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Susan Rogers

## Consent by Jane Carter to Act as a Director

Child Caring LTD.  
("the Corporation")

I hereby consent to act as director of Child Caring LTD.. This consent continues for as long as I am elected to the board of directors, but shall cease on the date I give notice of revocation of this consent or I resign as a director of the Corporation.

Pursuant to the by-laws of the Corporation, I agree to the holding of meetings of directors or committees of directors by such methods of communication as permit all persons participating in the meetings to communicate with each other simultaneously and instantaneously.

I certify that, within the meaning of the Ontario Business Corporations Act, RSO 1990, c B.16 I am an individual competent to act as a director of the Corporation, being of age, not bankrupt, not incapable of managing property, and a Canadian resident. I shall promptly notify the Corporation in the event I am disqualified from acting as a director.

**The undersigned hereby** consent the foregoing Consent by Jane Carter to Act as a Director for Child Caring LTD. pursuant to the Ontario Business Corporations Act, RSO 1990, c B.16 this 16th day of March, 2018:

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Jane Carter

## Consent by Susan Rogers to Act as a Director

Child Caring LTD.  
("the Corporation")

I hereby consent to act as director of Child Caring LTD.. This consent continues for as long as I am elected to the board of directors, but shall cease on the date I give notice of revocation of this consent or I resign as a director of the Corporation.

Pursuant to the by-laws of the Corporation, I agree to the holding of meetings of directors or committees of directors by such methods of communication as permit all persons participating in the meetings to communicate with each other simultaneously and instantaneously.

I certify that, within the meaning of the Ontario Business Corporations Act, RSO 1990, c B.16 I am an individual competent to act as a director of the Corporation, being of age, not bankrupt, not incapable of managing property, and a Canadian resident. I shall promptly notify the Corporation in the event I am disqualified from acting as a director.

**The undersigned hereby** consent the foregoing Consent by Susan Rogers to Act as a Director for Child Caring LTD. pursuant to the Ontario Business Corporations Act, RSO 1990, c B.16 this 16th day of March, 2018:

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Susan Rogers

# Resolution to Declare a Dividend

Child Caring LTD.  
("the Corporation")

**The corporation hereby resolves:**

Dividend  
Declaration

A dividend in the amount of \$25,000.00 in total was declared and paid on the issued and outstanding Preferred Class A shares in the capital of the Corporation on August 31, 2017 to the holders of such shares.

All of the foregoing declarations and payments are hereby authorized.

**The undersigned hereby** execute the foregoing Resolution to Declare a Dividend (Declare a Dividend) for Child Caring LTD. pursuant to the Ontario Business Corporations Act, RSO 1990, c B.16 this 16th day of March, 2018:

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Jane Carter

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Susan Rogers

**The undersigned hereby** affirm the foregoing Resolution to Declare a Dividend (Declare a Dividend) for Child Caring LTD. pursuant to the Ontario Business Corporations Act, RSO 1990, c B.16 this 16th day of March, 2018:

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Child Caring LTD.