

**CONTINUING POWER OF ATTORNEY AS TO
PROPERTY AND PERSONAL CARE**

of

MARIE MATTI EL-HAYALI

Signed: September 7, 2021

W-33584

WELLENREITER LLP
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CONTINUING POWER OF ATTORNEY

THIS IS MY GENERAL CONTINUING POWER OF ATTORNEY as to my property and my personal care made by me, **MARIE MATTI EL-HAYALI**, of the Town of Oakville, in the Province of Ontario, Canada, whereby,

I, as the grantor, APPOINT, as my Attorney, my spouse, **PETROS KHAMMO MATTI KHAMMO** and my daughter, **FARAH PETROS KHAMMO**, jointly and severally, meaning they may act together or individually. I hereinafter refer to her, him or them for the time being as my "Attorney". The decision of my Attorney is sufficient to decide any question or convey or transfer any property or matter, as set out herein:

1. a) My Attorney is appointed in accordance with the Powers of Attorney Act and the Substitute Decisions Act (1992), collectively referred to hereafter as the "Acts".

b) I declare that this Continuing Power of Attorney may be exercised by **PETROS KHAMMO MATTI KHAMMO** and **FARAH PETROS KHAMMO**: [select one and strike out the other]

i. ~~During any subsequent legal incapacity as determined by my personal physician as I value his or her opinion and as he or she knows me better, and failing him or her, then as determined by an assessor(s), while I am unable to act for any reason, including my absence, subject to the terms herein;~~

OR

ii. **From the date it is signed and witnessed.**

M H
KP *W.W.*
M H
KP *W.W.*

c) ~~I declare that this Continuing Power of Attorney may be exercised by my:~~
~~[select one and strike out the other]~~

i. ~~During any subsequent legal incapacity as determined by my personal physician as I value his or her opinion and as he or she knows me better, and failing him or her, then as determined by an assessor(s), while I am unable to act for any reason, including my absence, subject to the terms herein;~~

OR

ii. ~~From the date it is signed and witnessed.~~

M H
KP *W.W.*
M H
KP *W.W.*

2. a) This shall be my Continuing Power of Attorney as to my property and personal care and to the extent any power or right that I have given may differ with that given in any statute or law, including the said Acts, then this Power of Attorney shall govern in any event, as permitted by law.

b) All parties are directed to co-operate with my Attorney.

3. My Attorney shall not be required to post any security or bond.
4. I authorize my Attorney to revoke or suspend any Power of Attorney previously given by me.
5. I confirm that I am at least eighteen (18) years of age and that the Attorney appointed herein for my property and personal care is also at least eighteen (18) years of age.
6. In making this Power of Attorney, I am aware:
 - a) of the nature and extent of my property;
 - b) of the obligations I owe to my dependants;
 - c) that my Attorney will be able to do on my behalf anything in respect of property, that I could do if capable, except make a Will and except to the extent that this Power of Attorney sets out conditions and restrictions on the powers of this my Attorney;
 - d) that my Attorney must account for my Attorney's dealings with my property and with regard to my personal care;
 - e) that my attorney may receive and draw reasonable interim compensation for administering my property and my personal care;
 - f) that my Attorney shall manage my Estate for my benefit; for the benefit of any person, including my Attorney, to whom I am under a legal obligation to provide a benefit, to the extent that my Attorney considers it necessary to fulfill such obligation; and for the benefit of any charitable purpose or any person, including my Attorney, my Attorney considers I would have wished to benefit were I acting personally instead of by my Attorney;
 - g) that I may, while capable, revoke this Power of Attorney;
 - h) that the value of my property, as administered by my Attorney may decline, unless my Attorney manages my property prudently; and
 - i) that there is a possibility that my Attorney could misuse the authority given to my Attorney by this Power of Attorney.

AS TO PROPERTY

7. a) In accordance with the Acts, I declare that, after due consideration, I am satisfied that the authority conferred on my Attorney, is adequate to provide for the competent and effective management of all my Estate in case I become a patient in a psychiatric facility and be certified, having considered my physician's opinion, as not competent to manage my property and Estate under the Acts or any relevant law. I therefore direct that in that event, my Attorney named in this Power of Attorney, may retain this Power of Attorney for the management of my property and Estate by complying with the Acts or any relevant law and in that case, the Public Trustee or Public Guardian and Trustee shall not become or continue as my committee of my property and Estate as otherwise would be the case.

b) My Attorney is authorized to bind, and secure information on behalf of, my Estate in respect to dealings with any person, authority or body, who shall cooperate with my Attorney. Without restricting the generality of my Attorney's powers, my Attorney is constituted as my legal representative for the purposes of the Income Tax of Canada and of all other statutes and laws.

8. I authorize my Attorney to take physical possession of all my property and Estate, including: (a) any property held in any safety deposit box; (b) property held in safe-keeping by others on my behalf; and (c) property held by others, subject to some professional privilege, which privilege I waive for this purpose.

9. My Attorney is specifically authorized to do anything that I can lawfully do by an Attorney, including:

a) To purchase, sell, make, draw, accept, endorse, discount, transfer, renew, negotiate and in every way deal with cheques, bills or exchange, promissory notes, deposit receipts, bonds, debentures, coupons and every kind of negotiable instrument and security, including to deal with, cash, or collapse, in whole or in part any registered pension plan or fund or other security.

b) To subscribe for, accept, purchase, sell, pledge, transfer, surrender and in every way deal with shares, stocks, bonds, debentures, security and coupons of every kind and description and to vote and act in respect thereof;

c) To receive and collect rents, dividends, bonuses, profits, interest, commission, fees, salaries, debts and claims of every kind and to give receipts and discharges thereof and to distrain for rent and interest;

d) To purchase, sell, rent, exchange, mortgage, charge, lease, elect, release, quit claim, surrender, manage, and in every way deal with real estate and any interest therein, including any right of possession in a matrimonial home under the Family Law Act, and any similar statute or law, and execute and deliver deeds, transfers, mortgages, charges, leases, assignments, surrenders, releases, consents, and other instruments required for any such purpose;

e) To take, assume, purchase, discharge, assign, pledge and in every way deal with mortgages of real and personal property and to exercise all powers of sale and other powers therein;

f) To conduct any business operations;

g) To defend and take any action in the Court, or any other forum to protect and advance by interests.

h) To take annual compensation in accordance with the fee schedule applicable to guardians of property made pursuant to the Substitute Decisions Act. If, in the circumstances, the permitted compensation is not adequate to properly compensate my Attorney, such compensation may be increased in the manner permitted by the Substitute Decisions Act as amended from time to time or by any successor legislation.

i) If, in the exercise of this Power of Attorney, or in the administration of my Estate, my Attorney, alternate Attorney, or substitute Attorney, as the case may be, is of the opinion and needs to obtain professional advice and assistance and the fees charged are to be paid by my Estate in addition to such compensation. Included in such fees are the fees charged to properly prepare accounts for accounting purposes and the preparation of income tax returns if either or both should be required; and

j) Subject to the limitation of subsection 7(2) of the Substitution Act, I authorize my Attorney to take such steps in the administration of my Estate that will, in the judgment of my Attorneys or substitute Attorney, as the case may be, facilitate the expeditious and cost-effective settlement of my Estate consistent with my testamentary objectives established while I was competent to do so. I therefore authorize my solicitor to reveal my last Will, or Codicil, and instruction to my Attorney

and I authorize my Attorney, or substitute Attorney, to employ the assets of my Estate consistent with this Power of Attorney to, for example, create a joint property interest carrying a right of survivorship, or establish a trust of which I am the principal life beneficiary.

10. For the sake of certainty, any document that is an original, or notarially certified copy of an original, document signed by my alternative Attorney to the effect that my principal Attorney is unable or unwilling to act as my Attorney, shall be sufficient proof to all persons dealing with my Attorney of that fact and no person dealing with my alternate Attorney, once provided with such documents, shall be bound or entitled to question my alternate Attorney's authority to act.

11. I intend that my Attorney shall have the authority to undertake any transaction or transfer while he or she relies on such expert advice from professionals, such as a qualified lawyer, chartered accountant and other financial persons, and that he or she deems to be helpful and considers to be beneficial to me or my children or grandchildren, or my Estate in general or specifically, given the circumstances known to my Attorney at the time and the possibilities that might arise in the future. For the sake of certainty, I declare that this authority shall extend to the reorganization of the share capital of any corporation owned by me or creating a new corporation(s), in the making of gifts of share capital, loans of corporate assets or other transfers of property, to one or more of my spouse or my children or to trusts of which one or more of them are beneficiaries for the purpose of reducing any taxes to which my Estate will likely be subject upon my death. I declare that any such transaction, transfer or gift as aforesaid is a gift that I would have made it at the time I was capable of doing so.

FAMILY LAW ACT CONSENT

12. If my spouse disposes of or encumbers any interest in a matrimonial home in which I have a right to possession under Part II of the *Family Law Act*, R.S.O. 1990, CHAPTER F.3, as amended from time to time, I authorize my Attorney for me and in my name to consent to the transaction.

AS TO PERSONAL CARE

13. I confirm that my Attorney does not provide health care, residential, social, training, advocacy, or support services to me for compensation.

14. My Attorney may do on my behalf anything that I can lawfully do by an Attorney for personal care, including, without limiting the generality of the foregoing, the elements of personal care, such as health care, nutrition, shelter, proper clothing, hygiene and generally a safe, secure living environment, referred to in any statute, including the said Acts.

15. In making this Power of Attorney, I am aware that my Attorney has a genuine concern for my welfare and that I may need my Attorney to make personal care decisions for me.

16. In the event that my capacity for personal care is an issue and an assessment of my capacity is required, my physician shall perform the assessment, since he or she has known me better, or if he or she is unable or unwilling to do so, then any other physician selected by my Attorney then acting hereunder shall perform such assessment.

17. If this Power of Attorney has been validated under the Acts and my Attorney then acting, along with due consideration of my physician's opinion, if available, has reason to believe I have regained my capacity for personal care decisions, my attorney shall arrange for an assessment of my capacity, if necessary, by law.

18. I authorize my Attorney to give or refuse consent on my behalf to treatment to which any statute, including the said Acts, may apply. In particular, I state that, when I am not physically or mentally able to decide, my Attorney is empowered to make all interim and final decisions for me as to all care for my health and well being, including the continuation and cessation of medical, nursing, hospital and other related care, as my Attorney may deem appropriate after consultation with such health care professionals as my Attorney deems necessary. I do not wish to have my life unduly prolonged by any course of treatment or any other medical procedure which offers no reasonable expectation of my recovery from life threatening physical or mental incapacity, except as may be necessary for the relief of suffering.

19. With regard to the decisions of my Attorney, concerning my personal care, I do hereby indemnify my Attorney from any liability to me, my Estate, any third party, and any person who, in reliance on the Power of Attorney, acts so as to carry out or act consistently with my wishes expressed herein by in doing, does not act in a manner that such person considers is in my best interest.

AS TO RESTRICTIONS, CONDITIONS AND INSTRUCTIONS

20. This Power of Attorney is subject to the following restrictions and conditions:

- a) As to my personal care: None
- b) As to my property: None
- c) As to instructions:

JP M.H. W.W.
JP M.H. W.W.

i. I direct that my Attorney provide an accounting to my family on an annual basis, by providing supporting statements from banks, etc. and giving a general description with supporting detail on what was carried out in the prior intervening year. I direct that no gift be made from my Estate or property to my Attorney. In the event any dispute or issue on reporting or accounting occurs, then my lawyer or my accountant shall be consulted. If the dispute continues, then he or she shall appoint another lawyer or accountant to review the records. Further, if necessary, to refer the matter to mediation and if that too does not resolve the issue, to cause appropriate Court application to be made.

JP M.H. W.W.

ii. I direct my Attorney to contact my lawyer to review my Will, to ensure that my gifts and Estate stays intact in regard to the wishes expressed in my Will, to the extent possible and reasonable having regard to my best interests and care.

...M.H.....
KP W.W.

GENERAL INTERPRETATION

21. a) It is my direction that this my Power of Attorney be read subject to all necessary changes in gender and number as the context may require.
- b) Any prior Power of Attorney for property or for personal care or other delegation of authority which affect my property or personal care, given by me is hereby revoked, save and except for any Power of Attorney that I have filed with the following institutions or individuals:


None


...M.H.....
KP W.W.

I have signed, sealed and delivered this Power of Attorney, consisting of five (5) preceding pages and this page, in the presence of both witnesses, whose names appear below, this **7th day of September, 2021**, at the City of Burlington, in the Province of Ontario, Canada.


.....
Normal form of Signature of
MARIE MATTI EL-HAYALI

We are the witnesses as noted hereafter to this Power of Attorney. We have signed this Power of Attorney in the presence of the person whose name appears above, (the grantor) and in the presence of each other, on the date shown above. Neither one of us is the Attorney, a spouse or partner of the Attorney, a child or the grantor or person whom the grantor has demonstrated a settled intention to treat as a child of the grantor, a person whose property is under guardianship or who has a guardian of the person, or is less than eighteen (18) years old. Neither one of us has any reason to believe that the grantor is incapable of giving this continuing Power of Attorney. In fact, upon due observation and inquiry, while observing the review of this Power of Attorney with the grantor, each one of us was satisfied the grantor had the capacity to make this Power of Attorney.


.....
Normal form of Signature— Witness
Walter R. Wellenreiter
Printed form of Signature
Address: 280 Plains Road West
Burlington, Ontario
Occupation: Solicitor

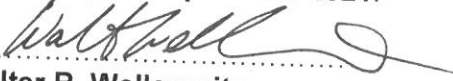

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Normal form of Signature – Witness
Karita Power
Printed form of Signature – Witness
Address:
Burlington, Ontario
Occupation: Legal Assistant

AFFIDAVIT AS TO LEGAL AGE

I, **MARIE MATTI EL-HAYALI**, of the Town of Oakville, in the Province of Ontario, make oath and say:

1. When I granted the attached Continuing Power of Attorney, as the grantor:
 - a) I was at least eighteen (18) years old;
 - b) I was a resident of Ontario and not a non-resident of Canada under s. 116 of the Income Tax Act; and
 - c) I have carefully considered the said Continuing Power of Attorney. I understand it and freely signed it.
2. I confirm that I am capable of giving a Continuing Power of Attorney because:
 - a) I know what kind of property I have and its approximate value;
 - b) I am aware of obligations I owe to my dependants;
 - c) I know my Attorney will be able to do on my behalf anything in respect of my property that I could do if I were capable, except make a Will, subject to any conditions and restrictions I have included in my Power of Attorney;
 - d) I know my Attorney must account for my Attorney's dealings with my property;
 - e) I know I may, providing I am capable, revoke this Continuing Power of Attorney;
 - f) I appreciate that the value of my property administered by my Attorney may decline unless my Attorney manages it prudently;
 - g) I understand that my Attorney could misuse the authority I have given to my Attorney;
 - h) I have confidence in my Attorney as to my personal care as described in this Continuing Power of Attorney.

SWORN before me at the City of
Burlington, in the Province of Ontario
this 7th day of September 2021.


Walter R. Wellenreiter
A Commissioner and Notary Public
in and for the Province of Ontario

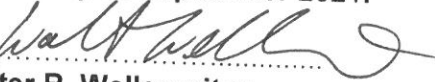

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MARIE MATTI EL-HAYALI

AFFIDAVIT OF SUBSCRIBING WITNESS

I, **KARITA POWER**, of the City of Burlington, in the Province of Ontario, make oath and say:

I am one of the subscribing witnesses along with Walter R. Wellenreiter to the attached Continuing Power of Attorney and we were present and saw it executed at the City of Burlington by the grantor. I have no reason to consider that the grantor was incapable of giving the said Continuing Power of Attorney.

SWORN before me at the City of
Burlington, in the Province of Ontario
this 7th day of September 2021.


Walter R. Wellenreiter
A Commissioner and Notary Public
in and for the Province of Ontario


.....
KARITA POWER