

**MINUTES OF THE JOINT ANNUAL AND SPECIAL MEETING (THE “MEETING”)  
OF THE MEMBERS (THE “MEMBERS”)  
OF  
THE ROYAL MILITARY COLLEGES OF CANADA FOUNDATION INC. (“RMC  
FOUNDATION”)  
AND  
THE ROYAL MILITARY COLLEGES CLUB OF CANADA (“RMC CLUB”)  
  
HELD ON THURSDAY OCTOBER 7, 2021  
BY WAY OF LIVE AUDIO WEBCAST  
AT 7:30 PM (TORONTO TIME)**

**1. CALL TO ORDER**

Jill Carleton, President of the RMC Foundation, joined by John McManus, President of RMC Club, welcomed those in attendance and called the Meeting to order. John stated that Jill would chair the Meeting, and appointed Donald Belovich, the Honorary Counsel of both RMC Club and the RMC Foundation, as the Secretary of the Meeting.

**2. FORMAL MATTERS**

The Chair commenced the formal business of the Meeting, noting that the business of the Meeting was as set forth in Joint Meeting Circular, dated August 23, 2021 (the “**Circular**”), which accompanied the Notice of the Meeting, both of which were sent to Members on August 23, 2021. The Chair then explained the voting process and declared the polls open on all resolutions.

**3. FIRST ITEM OF BUSINESS – PROPOSED MERGER AND CONSOLIDATION**

The Chair stated that the first item of business was the proposed merger of the RMC Club and the RMC Foundation (as merged, the “**Merged Company**”), the consolidation of certain segregated Life Membership Investment Funds of the RMC Club, the approval of the new by-laws of the Merged Company; and the amendments to the articles of the RMC Foundation to: (i) change the name of the Merged Company; (ii) amend the statement of purposes of the Merged Company; and (iii) delete the classes of members of the Merged Company and replace the same with voting and non-voting classes of members of the Merged Company, all as set out in the Circular. The Chair noted that at the Question and Answer session that preceded the Meeting, there was some discussion led by certain Francophone Members regarding the French language version of the proposed new name of the Merged Company (the “**French Name**”), and that the special resolutions proposed to be approved contained provisions to allow the board of directors of each of the RMC Club and the RMC Foundation to consult with Members and other parties to finalize the French Name after the Meeting in a form acceptable to such Francophone Members and that such special resolutions would be tabled for consideration and approval on that basis.

The Chair then proposed that the special resolutions in the form attached as Schedule “B” to the Circular that relate to the foregoing matters be approved.

**4. SECOND ITEM OF BUSINESS – APPOINTMENT OF NOMINEE DIRECTORS**

The Chair declared that the second item of business was the removal of the current directors of the RMC Foundation and the appointment of the nominee directors as the directors of the Merged Company, as set forth in the circular. The Chair then proposed that the ordinary resolutions at the bottom of page 29 of the Circular be approved.

**5. THIRD ITEM OF BUSINESS – ELECTION OF PRESIDENT**

The Chair stated that the third item of business was the election of the President of the Merged Company as set forth in the Circular. She noted for the record that Donald Belovich, as Secretary of the Meeting, proposed that the ordinary resolutions on pages 30 and 31 of the Circular be approved, for Jill Carleton to be appointed President of the Merged Company.

**6. FOURTH ITEM OF BUSINESS – APPOINTMENT OF AUDITOR**

The last item of business was the appointment of Wilkinson & Company LLP as the auditors of the Merged Company (and as the auditors of the RMC Foundation for the interim period from the expiration of their prior appointment as auditors of the RMC Foundation to the date of the merger of the RMC Club and the RMC Foundation), and to authorize the board of directors of the Merged Company to fix their remuneration, all as set forth in the Circular. The Chair proposed that the ordinary resolutions on page 31 of the Circular be approved.

**7. VOTING**

Members were then asked to register their votes in respect of each business item for the Meeting. Before each vote, Members were given time to submit questions. No questions were submitted. Attached as Schedule “A” hereto are the voting results of the meeting.

**8. TERMINATION**

The Chair opened the floor to any other business to be brought before the meeting. There being no further business to be brought before the meeting, the meeting was terminated.

*Donald G. Belovich*

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Donald Belovich, Honorary Counsel of the  
RMC Club and of the RMC Foundation and  
Secretary of the Meeting

**SCHEDULE "A"**  
**VOTING RESULTS**

	<b>FOR (ALL MATTERS)</b>	<b>AGAINST (ALL MATTERS)</b>
Advance Proxies and Management Ballots	339	1
Votes at Special Meeting	54	1
Subtotal	<hr/> 393	<hr/> 2
Total Votes	395	
Total Votes "FOR"	99.5%	
Total Votes "AGAINST"	0.5%	