

**MINUTES OF THE ANNUAL MEETING (THE “MEETING”)  
OF THE VOTING MEMBERS (THE “VOTING MEMBERS”)  
OF  
THE ROYAL MILITARY COLLEGES OF CANADA  
ALUMNI ASSOCIATION INC. (THE “RMCAA”)  
HELD ON OCTOBER 25, 2022  
AT THE OFFICES OF STIKEMAN ELLIOTT LLP  
199 BAY ST., TORONTO, ON, M5L 1B9**

**1. CALL TO ORDER**

Jill Carleton, the President of the RMCAA, took the chair, welcomed those in attendance, welcomed the directors, members and guests on the Zoom call and called the meeting to order. The Chair appointed Donald Belovich, a director and the Honorary Counsel of the RMCAA, as the Secretary of the Meeting.

The Chair noted that following the formal business items on the agenda, there would be an update for members on a number of things, including the operations of the RMCAA over the course of the last year since the merger of the RMC Foundation and RMC Club. The Chair noted that there would also be an opportunity for questions and answers and discussion following that presentation.

**2. FORMAL MATTERS**

The Chair then commenced with the formal business of the Meeting. The Chair noted that the business of the Meeting was as set forth in the Circular of the RMCAA, dated October 3, 2022 (the “**Circular**”), which accompanied the Notice of the Meeting. The Chair noted that Mr. Belovich had confirmed that the requisite quorum set forth in the by-laws of the RMCAA for meetings of Voting Members had been satisfied.

The Chair noted that attendees in person would be entitled to vote at the Meeting if they were a voting member of the RMCAA in good standing as of the close of business on Wednesday, October 19, 2022.

The Chair thanked those Voting Members that submitted their proxies in advance to vote. The Chair noted that if Voting Members did submit a proxy before the deadline, their vote was already been counted and included and there was no need to vote again today.

The Chair noted that votes on all of the matters at the Meeting would be conducted by a show of hands. Each Voting Member, or their duly appointed proxyholder, was entitled to one vote on each matter. The Chair noted that Voting Members would not be able to vote on-line on the Zoom call as that platform does not provide a verifiable record for a proctored vote that would meet an adequate legal standard. The Chair then indicated that there would be an opportunity to ask questions on each resolution in turn. To submit a question, Voting Members were asked raise their hand when prompted.

**3. SETTING OF THE NUMBER OF DIRECTORS**

The Chair noted that the first item of business was to set the number of directors of the RMCAA to nineteen (19) to accommodate the nine (9) current directors whose terms are continuing, the four (4) current directors standing for re-election, as well as the six (6) new

director nominees. The Chair asked if there were any questions on the matter. There were none.

On a motion made and seconded, the resolutions on page 3 of the Circular to set the number of directors of the RMCAA to nineteen (19) was approved by a show of hands.

#### 4. ELECTION OF DIRECTORS

The Chair noted that the second item of business was the appointment of the nominee directors set forth in the Circular as the directors of the RMCAA (the “**Nominee Directors**”) for the term set forth opposite their names in such nominee director chart in the Circular (the “**Terms**”). The Chair asked if there were any questions on the matter. There were none.

On a motion duly made and seconded, it was proposed that each of the Nominee Directors be elected as directors of the RMCAA for the applicable Term. The Chair noted that in accordance with good governance standards, the vote would proceed for the Director Nominees individually. The Chair noted that she would read the name of each Nominee Director, following which all those in favour or against the appointment of that individual nominee were asked to signify by raising their hands when prompted.

The name of each Director Nominee was read individually and each was appointed as a director following such reading by a show of hands. The Chair confirmed that all Nominee Directors were appointed for the term set forth opposite their names in such nominee director chart in the Circular.

The Chair then proceeded with the approval of the second part of the resolutions on page 8 of the Circular pertaining to Voting Members approving any officer or director of the RMCAA to execute other documents and to do other things as necessary in connection with the appointment of the newly appointed directors. The Chair asked if there were any questions on the matter. There were none. On a motion made and seconded, the following resolution was approved by a show of hands:

*“Any officer or director of the RMCAA is hereby authorized and directed, for and on behalf of the RMCAA, to execute or cause to be executed and to deliver or cause to be delivered, all such documents and instruments and to perform or cause to be performed all such other acts and things as, in such person’s opinion, may be necessary or desirable to give full force and effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of any such other document or instrument or the doing of any such other act or thing.”*

#### 5. APPOINTMENT OF AUDITORS

The Chair noted that the final item of business was the appointment of Wilkinson & Company LLP as the auditors for the RMCAA and to authorize the board of directors of the RMCAA to fix their remuneration, all as set forth in the Circular. The Chair asked if there were any questions on the matter. There were none. On a motion made and seconded, the ordinary resolutions on page 10 of the Circular in that regard was approved by a show of hands.

**6. TERMINATION**

The Chair opened the floor to Voting Members 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.

The Chair thanked everyone for attending the Meeting, and similarly thanked all members for their commitment and continued support. Truth, Duty, Valour.

*Donald G. Belovich*

---

Donald Belovich, Secretary