



October 16, 2013

Members of the McKenzie Towne Council
McKenzie Towne, Calgary, Alberta

Dear Residents of McKenzie Towne:

RE: Annual General Meeting – 7:00 PM, Tuesday, November 12th, 2013

Enclosed please find the Notice of the Annual General Meeting (AGM) for McKenzie Towne Council (MTC); the Information Circular; Treasurers Statement for the 2012/2013 fiscal year; the Report of the Board of Directors; the Minutes of the AGM held on November 13th, 2012; and a Proxy Form. The Audited Financial Statements for the 2012/2013 fiscal year and the Independent Auditor's Report is available on our website at www.mtcouncil.com as allowed by Article #80 of the Articles of Association of McKenzie Towne Council. Look for 2013 AGM – 2012–2013 AGM Report.

Please review the enclosed information and plan to attend the AGM or send your proxy form in as indicated. To attend you must be a "Member in Good Standing" according to Article 2(n) of the Articles of Association. The AGM is being held at **7:00 PM on Tuesday, November 12th, 2013** at the McKenzie Towne Hall, located at 40 McKenzie Towne Blvd SE (at the traffic circle), McKenzie Towne. **Please assist your volunteer Board of Directors by attending the AGM or by sending in your proxy form.**

If you are interested in being nominated for the Board of Directors, or have any questions about the enclosed, please contact Craig Gorham, President – Mckenzie Towne Council, via e-mail at president@mtcouncil.com. An information session will be held at the McKenzie Towne Hall on Monday, November 4th, 2013 at 7:00 pm. for those interested in being on the Board of Directors.

On behalf of your Board of Directors, we look forward to your participation.

Yours truly,

MCKENZIE TOWNE COUNCIL:

President -

CRAIG GORHAM

Vice-President -

SHELLEY WARK-MARTYN

Secretary -

KEVIN VAN VLIET

Treasurer -

MALIK AMERY

Board of Directors -

DALE HULL

FERAS NASSER

RYAN VOLLMAR

ROD TAYLOR

CATHY ROGALSKY

SHAUNNA-LEANNE BOYD

VIVIAN LAM

JIM FITZ-MORRIS



**Notice of Meeting
& Information Circular**

2013

**MCKENZIE TOWNE COUNCIL NOTICE OF
ANNUAL GENERAL MEETING OF MEMBERS IN GOOD STANDING**

TAKE NOTICE, that the Annual General Meeting of the Members in Good Standing of **MCKENZIE TOWNE COUNCIL** (the "Company") will be held at the McKenzie Towne Hall, located at 40 McKenzie Towne Blvd SE (at the traffic circle), Calgary, Alberta, on **Tuesday, November 12TH, 2013 at 7:00 PM** (Mountain Standard Time) for the following purposes:

- 1) To receive the minutes of the AGM for McKenzie Towne Council held on November 13th, 2012;
- 2) To receive the Report of the Board of Directors of the Company;
- 3) To receive the Report of the Treasurer of the Company for the fiscal year ended May 31st, 2013;
- 4) To establish the number of Directors to hold office until the next Annual General Meeting and elect such Directors;
- 5) To appoint Price WaterhouseCoopers LLP, as Auditor of the Company and to authorize the Directors to fix the remuneration;
- 6) To transact such other business as may properly come before the Meeting or any adjournment thereof.

THIS NOTICE SHOULD BE READ IN CONJUNCTION WITH THE INFORMATION CIRCULAR ACCOMPANYING THIS NOTICE.

Dated at Calgary, Alberta, this 16th day of October, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

KEVIN VAN VLIET, Secretary

TO ALL MEMBERS IN GOOD STANDING:

IF YOU ARE UNABLE TO ATTEND THIS MEETING, PLEASE COMPLETE THE ACCOMPANYING PROXY FORM AND RETURN AS INDICATED IN THE INSTRUCTIONS FOR PROXY FORMS INCLUDED IN THIS PACKAGE.

MINUTES OF
ANNUAL GENERAL MEETING OF
MCKENZIE TOWNE COUNCIL

Place: McKenzie Towne Hall, 40 McKenzie Towne Blvd S.E., Calgary, Alberta
Date: November 13, 2012
Time: 7:13 p.m.

1. Craig Gorham acted as Chairperson of the meeting.
2. The Chair asked Jonathan Moser to act as Secretary of the meeting.
3. The Chair requested Jaydel Gluckie to act as Scrutineer for the meeting, with the consent of the Members in Good Standing. There were no objections.
4. The Chair stated that unless otherwise specified all items to be approved by the Members in Good Standing are by way of ordinary resolution, requiring at least 50% of the Members in Good Standing present in person or by proxy to vote in favor. The Chair stated that votes are to be by show of voting cards, or by poll if demanded by 10% of the Members in Good Standing.
5. The Chair pointed out that there will be an opportunity for any member to raise questions related to each piece of business raised at this meeting as each item is proposed. It was also noted that there will be a general question and answer session following the formal portion of this meeting at which time there will be an opportunity for Members to ask any other questions of interest to them.
6. The Chair asked for a motion to dispense with reading of the Notice calling the meeting.

MOTION: "I move that the reading of the Notice calling this Annual Meeting of Members be dispensed with."
Moved By: Jaydel Gluckie; Seconded By: Shelley Wark-Martyn. There were no questions or comments from the members present. Upon a vote, the motion was **CARRIED**.
7. Secretary Jonathan Moser confirmed proof of proper mailing of the Notice to all Members entitled to vote at this meeting. The Chair directed that the proof of mailing be filed in the Minute Book along with the Minutes of the Meeting.
8. The Chair then stated that pursuant to the Articles of Association of the Council, the lesser of 50 or ten (10%) percent of the Members in Good Standing either personally present or represented by proxy constitutes a quorum. For this meeting at least 50 Members in Good Standing either present or represented by proxy would constitute a quorum.
The Chair asked the Scrutineer for his report. The Scrutineer, Jaydel Gluckie verified that there are **118** Members in Good Standing represented in person, or by duly appointed proxy holder or representative thereof.
The Chair declared that there is a quorum present and that the meeting to be duly called and properly constituted for the transaction of business.
9. The Chair noted that the Minutes of the Annual General Meeting held on November 15, 2011, were appended to the Notice of Meeting and Information Circular, which was mailed out to the Members.
The Chair asked for a motion to accept the Minutes of the Annual General Meeting held on November 15, 2011.

MOTION: "I move that we accept the minutes of the Annual General Meeting held on November 15, 2011."
Moved By: Jonathan Moser; Seconded By: Sean Green. There were no questions or comments from the members present. Upon a vote, the motion **CARRIED**.
10. The Chair asked for a motion to dispense with reading of the Directors' Report appended to the Notice of Meeting and Information Circular dated October 16, 2012.

MOTION: "I move that the reading of the Director's Report be dispensed with." Moved By: Jonathan Moser; Seconded By: Sean Green. There were no questions or comments from the members present. Upon a vote, the motion **CARRIED**.
11. The Chair then proposed to receive, as information, the Financial Statements and the Auditor's Report for the year ended May 31, 2012. The Treasurer, Malik Amery, then read and reviewed the Financial Statements for the McKenzie Towne Council. The Chair declared the meeting open for questions on the Auditor's Report and the Financial Statements. The Treasurer then fielded multiple questions regarding the Auditor's Report and Financial Statements.
12. The Chair indicated that the next item of business was the election of Directors. The Chair stated that in the Articles of Association the Council is authorized to have a minimum of no less than five (5) Resident Directors and no more than twenty-four (24) Resident Directors. It has been proposed by the Board that the Council establish fifteen (15) as the number of Directors to serve until the next Annual General Meeting to be elected at this meeting. The Chair then requested a motion to this effect.

MOTION: "I move that the Board consist of fifteen (15) Resident Directors, to serve until the next Annual General Meeting of the Council". Moved By: Malik Amery; Seconded By: Greg Hamilton.

The Secretary Jonathan Moser stated that as the Council has received significant interest from residents in good standing who wish to serve as Directors,

Amendment to Motion: "That we amend the motion on the floor to increase the number of directors from 15 to 19". Moved By: Jonathan Moser. The Chair requested a seconder for this amendment. Seconded By: Judith McGuire. The Chair asked if there were any questions or comments regarding this amendment. After questions and comments from the residents, the Chair declared the amendment (to the motion) **CARRIED after the scrutineer confirmed a vote of 62 FOR; 56 AGAINST.**

After the amendment to the motion was approved, the Chair opened the floor to questions regarding setting the number of directors until the next AGM at 19. After questions and comments from the members present, the Chair declared the motion **CARRIED** after the scrutineer confirmed a vote of **73 FOR; 45 AGAINST.**

13. The following resident members had indicated an interest to be nominated as Directors of the Council and to hold office until their successors have been elected or appointed, namely Craig Gorham, Jonathan Moser, David Lilly, Jaydel Gluckie, Malik Amery, Cathy Rogalsky, Judith McGuire, Dale Hull, Feras Nasser and Kevin Van Vliet.

The Chair asked if there were any further nominations. The Secretary stated that he would like to nominate the following additional residents in good standing who have indicated to the Council they desire to serve as Resident Directors of the Council, namely Julia Seaton, Shelly Wark-Martyn, Peter Leblanc, Jim Fitz-Morris, Vivian Lam, Shaunna-Leanne Boyd, Ryan Vollmar, Rod Taylor and Alexander Kooiman.

The Chair confirmed there were no further nominations, and asked for a motion that the nominations be closed.

MOTION: "I move that nominations for Directors be closed". Moved By: Jonathan Moser; Seconded By: Dale Hull. The Chair declared the motion **CARRIED.**

The Chair asked for a motion to elect the Directors as nominated.

MOTION: "I move that the residents nominated be elected as Directors of the Council, to hold office until the next Annual General Meeting or until their successors are elected or appointed". Moved By: Steven Williams; Seconded By: Malik Amery. There were no questions or comments from the residents present. Upon a vote, the motion **CARRIED.**

14. The Chair then stated that the next item on the Agenda was the Appointment of the Auditor. It has been proposed that PricewaterhouseCoopers LLP be appointed as the Company Auditor, may I have a motion for the appointment of Auditor.

MOTION: "I move that PricewaterhouseCoopers LLP be appointed Auditor of the Company for the 2012-2013 fiscal year and that the Directors be authorized to fix the remuneration". Moved By: Jim Fitz-Morris; Seconded By: Jonathan Moser. The Chair and Treasurer responded to questions and comments from the members regarding the appointment of auditors. Upon a vote, the motion **CARRIED.**

15. The next item on the Agenda is to approve by Special Resolution: The Amendment of McKenzie Towne Council's Articles of Association, as described in the circular and made available on our website at www.mckenzie-towne-connect.com. According to the Alberta Companies Act, a Special Resolution has a 21-day notice requirement contrasted to the usual 10-day notice period required for an AGM itself. Due to fact that our AGM has a 30-day record period it precludes us from forwarding the AGM package to the printer prior to that time. Due to challenges faced by the printer, Council's AGM package was sent out with an effective 18-day notice period.

Council's current Articles of Association allow a vote even when sufficient notice was not provided.

The Chair requested a motion to proceed with the tabling and voting of the Special Resolution?

MOTION: "I move that McKenzie Towne Council tables and votes on the Special Resolution to Amend the Articles of Association". Moved By: Feras Nasser; Seconded By: Sean Green. There were no questions or comments from the members present. Upon a vote, the motion **CARRIED - unanimously.**

The Chair requested a motion to approve by Special Resolution: The Amendment of McKenzie Towne Council's Articles of Association as presented?

MOTION: "I move that we accept the Amendment of McKenzie Towne Council's Articles of Association as presented." Moved By: Jonathan Moser; Seconded By: Sean Green. There were no questions or comments regarding the special resolution from the members present. The chair explained that a Special Resolution must receive a minimum of 75% of the votes to be cast in favour of the resolution in order to pass. Upon a vote, the special resolution was **CARRIED: 116 in favour; 2 opposed.**

16. The Chair then asked if there was any further business to transact at the Annual General Meeting of the Council. As there was no further business, the Chair asked for a motion to terminate the meeting.

MOTION: "I move that this meeting be terminated". Moved By: Malik Amery; Seconded By: Dale Hull. The Chair declared the motion **CARRIED.**

17. The Annual General Meeting was adjourned at 8:40 pm.

BY ORDER OF THE BOARD OF DIRECTORS



KEVIN VAN VLIET, Secretary

MCKENZIE TOWNE COUNCIL DIRECTORS REPORT

For the June 1st, 2012 to May 31st, 2013 Fiscal Year

The Board of Directors administers McKenzie Towne Council (“MTC” or “the Council”) and currently consists of twelve volunteer members of the community (the “Board”). As a member of MTC you are involved with an organization that has more than \$5 million in assets in the form of amenities such as Inverness Square and Clock Tower, Elgin Hill, Prestwick Common, and the Towne Hall to name just a few. We hope you will continue to visit and enjoy these amenities with family and friends, we are very proud of them.

While the resident members who constitute the Board are responsible for the overall vision and stewardship of the Council assets we are fortunate to be able to rely on a team of skilled and dedicated staff that carry-out our daily operations.

Fiscal prudence continues to be a priority for the Board. As of September 30, 2013, fully 95% of residences were in good standing for the 2013-2014 fiscal year, and fewer than 400 accounts were sent to collections, continuing the multi-year trend of increased compliance. Improvements to the community continue to be completed within budgeted amounts.

The Council would like to thank all Members who have already paid their dues for the 2013/2014 year. **Those who have not please remit (including finance charges and any fees from prior years) immediately as per the instructions in your collections letter.** Members are reminded that if you were not a Member in Good Standing, as of October 15, 2013, you are ineligible to attend the AGM. **If you are unsure of the status of your annual fees, please call 403-781-6612 or send an inquiry via email to admin@mttcouncil.com.**

Your MTC Board would like to thank for their dedication, service and contributions to the Board and community Peter LeBlanc, David Lilly, Jonathan Moser, Feras Nasser, Jaydel Gluckie, Judith McGuire, Alexander Kooiman and Julia Seaton who will not be standing for re-election as Resident Directors. MTC staff and volunteers are also thanked for yet another great year!

Dated this 16th day of October, 2013

McKenzie Towne Council Board of Directors (Resident Directors)

CRAIG GORHAM – President; **SHELLEY WARK-MARTYN** - Vice-President; **KEVIN VAN VLIET** – Secretary; **MALIK AMERY** – Treasurer. Directors at Large: **DALE HULL, CATHY ROGALSKY, FERAS NASSER, SHAUNNA-LEANNE BOYD, RYAN VOLLMAR, JIM FITZ-MORRIS, VIVIAN LAM, ROD TAYLOR**

To the Members of
McKenzie Towne Council

The Treasurer has the responsibility for preparing the accompanying financial statements and ensuring that information in the annual report is consistent with the statements. This responsibility includes selecting appropriate accounting principles and making objective judgments and estimates in accordance with Canadian generally accepted accounting principles.

In discharging his responsibility for the integrity and fairness of the financial statements, The Treasurer designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and proper records are maintained.

The Board of Directors is composed entirely of directors who are not employees of the Residents Association. The Treasurer is appointed by the Board to review the financial statements in detail and to report to the Board prior to their approval of the financial statements for publication.

External auditors are appointed by the Board to audit the financial statements and report directly to them; their report follows. The external auditors have full and free access to, and meet periodically with the Treasurer to discuss their audit findings.



Malik Amery, Treasurer, McKenzie Towne Council
October 16, 2013

2012-2013 MANAGEMENT'S DISCUSSION AND ANALYSIS

The purpose of the Management's discussion and analysis (MD&A) is to introduce the financial statements and provide an analytical overview of McKenzie Towne Council's (MTC) financial activities. MTC's discussion and analysis provides an overview of the non-profit's financial activities for the fiscal year ended 05/31/2013.

The year 2012-2013 is the first year for which the McKenzie Towne Council's financial statements have been prepared in accordance with Accounting Standards for Not-for-profit Organizations (NFPO). The 2011-2012 comparative figures and the June 1, 2012 ("Date of Transition") opening statement of financial position have been restated as per the guidance provided in Section 1501 First-time Adoption by Not-for-profit Organizations.

FINANCIAL HIGHLIGHTS (2012-2013)

Revenues were up by \$173,000. Of this \$102,000 can be attributed primarily to additional new properties being added in the community resulting in higher annual fee revenue and \$42,900 in additional programming.

MTC switched to a Line of Credit fiscal 2012-2013 which allowed the company to realize annual interest savings of approximately \$22,800. The company anticipates continuing reduced interest expense on a go forward basis.

Overall expenses increased \$67,000 year over year which can be partially attributed to increases in programming instructor remuneration and facility operations.

The company continues to remain focused on the overall prudent management of assets and liabilities.

CONTACTING MCKENZIE TOWNE COUNCIL'S TREASURER

This financial report is designed to provide the residents with a general overview of the non-profit's finances and to show MTCs' accountability for the money it receives. If you have questions about this report or need additional financial information, please contact the General Manager at 403-781-6612 ext. 5 or gm@mtcouncil.com.

The Audited Financial Statements for the 2012/2013 fiscal year and the Independent Auditor's Report is available on our website at www.mtcouncil.com as allowed by Article #80 of the Articles of Association of McKenzie Towne Council. Look for 2013 AGM – 2012–2013 AGM Report.

MCKENZIE TOWNE COUNCIL
INFORMATION CIRCULAR GENERAL INFORMATION PROXY STATEMENT

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by management of the MCKENZIE TOWNE COUNCIL (the "Company") for use at the Annual General Meeting (the "Meeting") of Members in Good Standing of the Company to be held at the McKenzie Towne Hall, located at 40 McKenzie Towne Blvd SE, Calgary, Alberta, on **Tuesday, November 12th, 2013 at 7:00 PM** (Mountain Standard Time). All expenses incurred in connection with the solicitation of proxies will be borne by the Company. Solicitation will be made primarily by mail, but proxies may also be solicited by Directors, officers and employees of the Company.

APPOINTMENT AND REVOCATION OF PROXIES

Each Member in Good Standing entitled to vote at the Meeting may, by means of a form of proxy in writing executed by the Member in Good Standing or his attorney, authorized in writing, appoint a proxy to attend and vote on his/her behalf at the Meeting.

In order to be acted upon at the Meeting, a form of proxy must be returned as indicated in the INSTRUCTIONS FOR PROXY FORMS included in this package. A Member in Good Standing may revoke a form of proxy previously given by returning another proper form of proxy bearing a later date than the previously given form of proxy as indicated in the INSTRUCTIONS FOR PROXY FORMS included in this package.

EXERCISE OF DISCRETION BY PROXY

Proxies will be voted or withheld from voting in accordance with the Member in Good Standing's instructions contained therein. The form of Proxy also confers authority on the persons named therein to vote with respect to any other matters which may properly be brought before the Meeting. At the date hereof, management knows of no other such matters.

VOTING BY MEMBERS IN GOOD STANDING

Only Member in Good Standing of record at the close of business on the 15th day of October, 2013, are entitled to vote at the Meeting, each Member in Good Standing being entitled to one (1) vote. Members in Good Standing are defined in the Articles of Association (the "Articles") of the Company as restricted to Commercial Members, Homeowner Members, Rental Members and Other Members. No Member is entitled to vote at the Meeting if at the close of business on October 15, 2013 any sum due or payable to the Company by such Member remains unpaid for at least thirty days (30) days following the original demand for payment of same.

Where there is more than one owner of a property, there shall be only one Member who shall be the person designated as the Member by all the owners of the property. In the absence of such designation, the first person named as owner in the Certificate of Title or as Purchaser in an Agreement for Sale, shall be the Member. Where a residential property is occupied by a tenant, such tenant may be designated as the Member by and instead of the owner of such property. Where a rental project is involved, the registered owner shall be the Member and notwithstanding how many tenants are residing in the rental project, it shall have only one (1) vote.

As at the close of business on October 15, 2013, the Company had **6166** Members in Good Standing.

THE COMPANY'S MEMBERS IN GOOD STANDING, AT THE CLOSE OF BUSINESS (5:00PM) ON OCTOBER 15th, 2013, ARE THE ONLY RESIDENTS ENTITLED TO VOTE AT THE MEETING.

ELECTION OF DIRECTORS

At the Meeting, it is proposed that the total number of Directors for the Company be established as no more than fifteen (15) until the next Annual General Meeting. The following person(s) are Directors who will be resigning: **Feras Nasser**.

The following individuals, current Resident Directors “Members in Good Standing” have expressed an interest in letting their name stand for nomination:

Craig Gorham	Kevin Van Vliet	Ryan Vollmar	Jim Fitz-Morris
Malik Amery	Dale Hull	Shaunna-Leanne Boyd	Vivian Lam
Shelley Wark-Martyn	Cathy Rogalsky	Rod Taylor	

Nominations will also be sought at the meeting for Directors from the Members in Good Standing. Individuals should be aware of the fiduciary responsibilities of Director’s. Any other Members in Good Standing interested in standing for election at the meeting are invited to contact Craig Gorham, President - McKenzie Towne Council, in advance of the meeting via e-mail at president@mtcouncil.com.

The term of office for each person shall be from the date of the Meeting until the next Annual General Meeting of Member in Good Standing or until his/her successor is elected or appointed. Information is given below with respect to each nominee as a Director, including the length of time each has been a Director of the Company.

NAME AND ADDRESS	PERIOD SERVED AS DIRECTOR OF THE COMPANY	PRINCIPAL OCCUPATION
Craig Gorham McKenzie Towne	5 Years	Business Development Analyst
Malik Amery McKenzie Towne	3 Years	Director of Corporate Finance
Dale Hull McKenzie Towne	2 Years	Project Manager
Cathy Rogalsky McKenzie Towne	2 Years	Home Maker
Kevin Van Vliet McKenzie Towne	1 Year	Business Manager
Shelley Wark-Martyn McKenzie Towne	1 Year	Public Relations & Marketing Professional
Shaunna-Leanne Boyd McKenzie Towne	1 Year	Office Manager
Rod Taylor McKenzie Towne	1 Year	Senior Manager
Vivian Lam McKenzie Towne	1 Year	Administrative Assistant
Ryan Vollmar McKenzie Towne	1 Year	Real Estate Advisor
Jim Fitz-Morris McKenzie Towne	1 Year	Retired

DIRECTORS COMPENSATION	Nil
PENSION PLAN	Nil
EXECUTIVE COMPENSATION AND PLANS	Nil
INCENTIVE SHARE OPTION PLAN FOR OFFICERS AND KEY EMPLOYEES	Nil

APPOINTMENT OF AUDITORS

Management proposes that Price WaterhouseCoopers LLP, be appointed as Auditor of the Company and that the Directors be authorized to fix its remuneration.

CERTIFICATE

The foregoing contains no misstatement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

BY THE ORDER OF THE BOARD OF DIRECTORS



KEVIN VAN VLIET, Secretary

The management of the Company knows of no amendment, variation or other matters to come before the Annual General Meeting of Members in Good Standing other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgement of the person or persons voting such proxy.

BY THE ORDER OF THE BOARD OF DIRECTORS



KEVIN VAN VLIET, Secretary

INSTRUCTIONS FOR PROXY FORMS

Appointment and Revocation of Proxies

A Member desiring to appoint a person (who must also be a qualified Member) to represent him/her at the Meeting may do so by inserting such person’s name in the blank space provided. The completed proxy should be sent in to the address indicated below in time to reach such address not less than twenty-four (24) hours (excluding Saturdays, Sundays and Holidays) before the time of the Meeting:

McKenzie Towne Council
40 McKenzie Towne Blvd. SE, Calgary, Alberta T2Z 4X5
Or by facsimile to 403-930-1551 or email at: gm@mtcouncil.com
Attention: Christine Hemminger

All proxies must be in writing, signed by the Member and returned no later than 5:00 PM Friday, November 8th, 2013.

A Member who has given a proxy may revoke it at any time before it is exercised. A proxy may be removed by instrument in writing or, if the Member is a corporation, by an officer or attorney thereof duly authorized, and delivered as indicated above, at any time up to and including the last business day preceding the Meeting or any adjournment thereof, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

Voting and Exercise of Discretion by Proxies

The persons named in the form of proxy will vote the Membership in respect of which they are appointed in accordance with the instructions indicated therein.

**MCKENZIE TOWNE COUNCIL ANNUAL GENERAL MEETING OF MEMBERS-IN-GOOD-STANDING
On the 12th day of November 2013 at 7:00 PM (Mountain Standard Time)
PROXY SOLICITED BY MANAGEMENT**

The undersigned Member in Good Standing of the MCKENZIE TOWNE COUNCIL (the "Company") hereby appoints **Kevin Van Vliet** or failing him _____, as proxy to attend and vote on behalf of the undersigned at the Annual General Meeting of Members in Good Standing and at any adjournment thereof, and my proxy is instructed to vote:

1) **FOR _____ OR AGAINST _____** (and if no specification is made, **FOR**)
The setting of the total number of Directors for the Company until the next Annual General Meeting at fifteen (15).

2) **FOR OR AGAINST** the election of the following resident member(s) as Director(s):

Please mark in favour of a maximum of fifteen (15) selections clearly.

<i>NOMINEE</i>	<i>FOR</i>	<i>AGAINST</i>
Craig Gorham		
Shelley Wark-Martyn		
Vivian Lam		
Rod Taylor		
Jim Fitz-Morris		
Shaunna-Leanne Boyd		

<i>NOMINEE</i>	<i>FOR</i>	<i>AGAINST</i>
Malik Amery		
Ryan Vollmar		
Dale Hull		
Cathy Rogalsky		
Kevin Van Vliet		

If no individual(s) are specified my proxy may vote at his/her discretion.

3) **FOR _____ OR AGAINST _____** (and if no specification is made, **FOR**)
That Price WaterhouseCoopers LLP be appointed as Auditor of the Company for the 2013–2014 fiscal year.

4) And in his/her discretion with respect to any amendments, variations or additions with respect to any of the matters noted above or with respect to any other matter which may properly be brought before the meeting or any adjournment thereof.

DATED this _____ day of _____, 2013.

Member's Name (please print)

Signature of Member

Address of Member (McKenzie Towne address)

This form should be signed by the Member in Good Standing or his attorney, authorized in writing, and if the Member is a corporation, this form of proxy should be signed by a duly authorized officer under corporate seal.

**RETURN PROXIES NO LATER THAN 5:00 PM FRIDAY, NOVEMBER 8TH, 2013
Attention: CHRISTINE HEMMINGER
40 McKenzie Towne Blvd. SE, Calgary, Alberta T2Z 4X5
OR by facsimile to 403-930-1551 OR by email: gm@mtcouncil.com**

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