



May 20, 2014

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

Dear Residents of McKenzie Towne:

RE: SPECIAL GENERAL MEETING OF MEMBERS – 7:00 PM, Tuesday, June 17, 2014

Enclosed please find the notice for the Special General Meeting (the “Meeting”) of the Members of McKenzie Towne Council (“MTC”) and a Proxy Form. For a large-print version of these documents, look for ‘*Special Meeting June 17, 2014*’ on our website at www.mtcouncil.com (as allowed by Article 80 of MTC’s Articles of Association (the “Articles”)).

Please review the enclosed information and plan to either attend the Meeting or to return your proxy form as indicated. You must be a “Member in Good Standing” on May 20, 2014 in order to attend and/or vote (as described in Article 2(n) of the Articles). The Meeting will commence at **7:00 PM on Tuesday, June 17, 2014**, at McKenzie Towne Hall. **Please assist your volunteer Board of Directors by informing yourself about the special resolution and voting.**

If you have any questions about the enclosed, please contact Craig Gorham, President – McKenzie Towne Council, via e-mail at president@mtcouncil.com.

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

Yours truly,

MCKENZIE TOWNE COUNCIL:

President - **CRAIG GORHAM**; Vice-President - **SHAUNNA BOYD**; Secretary - **KEVIN VAN VLIET**; Treasurer - **MALIK AMERY**.

Board of Directors - **SHELLEY WARK-MARTYN, CATHY ROGALSKY, RYAN VOLLMAR, VIVIAN LAM, ROD TAYLOR, JIM FITZ MORRIS, LAURA ST. CROIX, BRENDA PETZOLD, DON REID**

40 McKenzie Towne Blvd. S.E., Calgary, AB T2Z 4X5
PH: (403) 781-6612 FAX: (403) 930-1551

Notice of Meeting & Information Circular

June 17, 2014

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

TAKE NOTICE, that a Special General Meeting (the "Meeting") of the Members in Good Standing of **MCKENZIE TOWNE COUNCIL** (the "Company") will be held at the McKenzie Towne Hall – 40 McKenzie Towne Blvd SE (at the traffic circle), Calgary, Alberta, on **Tuesday, June 17, 2014 at 7:00 PM** (Mountain Standard Time) for the following purposes:

- 1) To approve by Special Resolution: Funding for McKenzie Towne Plaza:
 - i) To construct an outdoor recreational facility (the "Facility") generally described as "McKenzie Towne Plaza" so that such Facility will form a part of the McKenzie Towne Amenities for the purposes of the Company's Articles of Association, and that the entire cost of the Facility be borne by the Company less any donations and grants received by the Company;
 - ii) The Company borrow up to the principal sum of 2-million dollars from a commercial lender (the "Loan"), as determined by the Company's board of directors, for the construction of the Facility;
 - iii) The Company's officers and directors are each authorized to do all such acts and things and to execute and deliver all such documents and agreements as may in their determination be necessary or desirable to give effect to the foregoing resolutions, the construction of the Facility, and the Loan, the signatures of any of the Company's officers and directors on any such documents or agreements being conclusive evidence of such determination.

- 2) 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 20th day of May 2014.

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.

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 Special General Meeting (the "Meeting") of Members in Good Standing of the Company to be held at the McKenzie Towne Hall, 40 McKenzie Towne Blvd SE, Calgary, Alberta, on **Tuesday, June 17, 2014 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 20th day of May, 2014, 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 May 20, 2014 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 May 20, 2014, the Company had **6594** Members in Good Standing.

THE COMPANY'S MEMBERS IN GOOD STANDING, AT THE CLOSE OF BUSINESS (5:00PM) ON TUESDAY, MAY 20, 2014, ARE THE ONLY RESIDENTS ENTITLED TO VOTE AT THE MEETING.

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 Special 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 Monday, June 16, 2014**

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.