



October 21, 2014

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

Dear Residents of McKenzie Towne:

RE: Annual General Meeting – 7:00 PM, Tuesday, November 18th, 2014

Enclosed please find the Notice of the Annual General Meeting (AGM) for McKenzie Towne Council (MTC); the Information Circular; Treasurer's Statement for the 2013/2014 fiscal year; the Report of the Board of Directors; the Minutes of the AGM held on November 12th, 2013; and a Proxy Form. The Audited Financial Statements for the 2013/2014 fiscal year and the Independent Auditor's Report are available on our website at www.mtcouncil.com as allowed by Article #80 of the Articles of Association of McKenzie Towne Council. Look under the "Council" tab then under "General Meetings of Members" for 2013–2014 AGM Report.

Please review the enclosed information and plan to attend and/or vote at 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 18th, 2014** at the McKenzie Towne Hall, located at 40 McKenzie Towne Blvd SE (at the traffic circle), Calgary, AB. **Doors open at 6:30 pm; doors lock and close for voting at 7:01 pm sharp!** **If you are unable to attend, a proxy vote may be submitted to McKenzie Towne Hall by 5:00 pm Monday, November 17, 2014. NO proxy forms will be accepted after this time, including at the AGM.**

If you are interested in being nominated for the Board of Directors, or have any questions about the enclosed, please contact Ryan Vollmar, 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 -
Vice President -
Secretary-
Treasurer -

RYAN VOLLMAR
SHAUNNA BOYD
ROD TAYLOR
MALIK AMERY

Board of Directors -

JIM FITZ-MORRIS
LAURA ST. CROIX
SHELLEY WARK-MARTYN

DON REID
BRIAN HENDERSON
VIVIAN LAM

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 18TH, 2014 at 7:00 PM.** (Mountain Standard Time) **Doors open at 6:30 pm; doors lock and close for voting at 7:01 pm sharp!**, for the following purposes:

- 1) To receive the minutes of the AGM for McKenzie Towne Council held on November 12th, 2013;
- 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, 2014;
- 4) To establish the number of Directors to hold office until the next Annual General Meeting and elect such Directors;
- 5) To appoint PricewaterhouseCoopers LLP, as Auditor of the Company and to authorize the Directors to fix the remuneration of the Auditor;
- 6) To Approve by Ordinary Resolution (**a resolution passed at a general meeting of which not less than 10 days' notice specifying the intention to propose the resolution has been duly given, and; by a majority of not less than 50% of the votes by those members who, if entitled to do so, vote in person or by proxy**) authorization for the Company to borrow up to \$1,000,000 by way of a revolving credit facility to be used for the general operating purposes of the Company and \$20,000 for a credit card to be used for Company business as, described in the Information Circular accompanying this Notice.
- 7) 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. As well, the Audited Financial Statements for the 2013/2014 Fiscal Year and the Independent Auditor's Report is available on our website at www.mtcouncil.com.

Dated at Calgary, Alberta, this 21st day of October, 2014.

BY ORDER OF THE BOARD OF DIRECTORS



ROD TAYLOR, Secretary

TO ALL MEMBERS IN GOOD STANDING:

If you are unable to attend, please complete the accompanying proxy form and return as indicated in the instructions for proxy forms included in this package to McKenzie Towne Hall by 5:00 pm Monday, November 17, 2014. Please note that NO proxy forms will be accepted after this time, including at the AGM.

MINUTES OF ANNUAL GENERAL MEETING OF MCKENZIE TOWNE COUNCIL

Place: McKenzie Towne Hall, 40 McKenzie Towne Blvd S.E., Calgary, Alberta

Date: November 12, 2013

Time: 7:00 p.m.

1. Craig Gorham acted as Chairperson of the meeting. Meeting called to order at 7:02 p.m.
2. The Chair asked Kevin Van Vliet to act as Secretary of the meeting.
3. The Chair requested Shelley Wark-Martyn 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: Dale Hull; Seconded By: Rod Taylor.

There were no questions or comments from the members present.

Upon a vote, the motion was **CARRIED**.
7. Secretary Kevin Van Vliet 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, Shelley Wark-Martyn verified that there are **67** 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 13, 2012, were appended to the Notice of Meeting and Information Circular that was mailed out to the Members.

The Chair asked for a motion to accept the Minutes of the Annual General Meeting held on November 13, 2012.

Motion: "I move that we accept the minutes of the Annual General Meeting held on November 13, 2012."
Moved By: Vivian Lam; Seconded By: Ryan Vollmar.

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, 2013.

Motion: "I move that the reading of the Director's Report be dispensed with."
Moved By: Jim Fitz-Morris; Seconded By: Cathy Rogalsky.

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, 2013. 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: Jaydel Gluckie; Seconded By: Shelley Wark-Martyn.

There were no questions or comments from the members present.

Upon a vote, the motion **CARRIED**.

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

The Chair asked if there were any further nominations. The Secretary stated that he would like to nominate the following additional resident in good standing who has indicated to the Council they desire to serve as Resident Directors of the Council, namely Brenda Petzold.

Don Reid and Laura St. Croix submitted their interest from the floor.

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: Shelley Wark-Martyn; Seconded By: Jim Fitz-Morris.

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: Malik Amery; Seconded By: Kevin Van Vliet.

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 2013-2014 fiscal year and that the Directors be authorized to fix the remuneration".
Moved By: Ryan Vollmar; Seconded By: Jim Fitz-Morris.

There were no questions or comments from the residents present.

Upon a vote, the motion **CARRIED**.

15. 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: Dale Hull; Seconded By: Shaunna Boyd.

The Chair declared the motion **CARRIED**.

The Annual General Meeting was adjourned at 7:30 pm.

BY ORDER OF THE BOARD OF DIRECTORS



ROD TAYLOR, Secretary

MCKENZIE TOWNE COUNCIL DIRECTORS' REPORT

For the June 1st, 2013 to May 31st, 2014 Fiscal Year

The Board of Directors administers McKenzie Towne Council ("MTC" or "the Council") and currently consists of eight (8) 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.

Council members continue to be conscientious in maintaining their good standing regarding annual fees. Fewer than 270 households were sent to collections this year, a decrease of more than 140 from 2013, continuing the multi-year trend of increased compliance. The Board is grateful for our members' compliance and for our staff who continue to provide innovative options for convenient and timely fee payment.

Council would like to thank all Members who have already paid their dues for the 2014/2015 year. **Those who have not please remit (including finance charges, collection costs, and any fees from prior years) immediately as per the instructions in the collections letter sent to you by counsel for MTC.** Members are reminded that if you were not a Member in Good Standing, as of October 20, 2014, you are ineligible to vote at or attend our AGM. **If you are unsure of the status of your annual fees, please call 403-781-6612 ext. 4 or send an inquiry via email to csr@mtcouncil.com.**

Your MTC Board President would like to thank all Directors for their dedication, service and contributions to the Board and community over the past year. McKenzie Towne Council staff and volunteers are also thanked for yet another great year!

Dated this 7th day of October, 2014

McKenzie Towne Council Board of Directors

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. 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 7, 2014

If you have questions about this report or need additional financial information, please contact the Executive at executive@mtcouncil.com.

The Audited Financial Statements for the 2013/2014 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 2014 AGM – 2013–2014 AGM Report.

MCKENZIE TOWNE COUNCIL INFORMATION CIRCULAR

GENERAL INFORMATION

VOTING BY MEMBERS IN GOOD STANDING

Only Member in Good Standing of record at the close of business on the 20th day of October, 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 October 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 on October 20, 2014, the Company had **6478** Members in Good Standing.

THE COMPANY'S MEMBERS IN GOOD STANDING, AT THE CLOSE OF BUSINESS (5:00PM) ON OCTOBER 20th, 2014, 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: **Vivian Lam**.

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

Jim Fitz-Morris	Rod Taylor	Malik Amery
Shauna Boyd	Ryan Vollmar	Don Reid
Laura St. Croix	Brian Henderson	Shelley Wark-Martyn

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 Directors. Any other Members in Good Standing interested in standing for election at the meeting are invited to contact Ryan Vollmar, 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
Malik Amery McKenzie Towne	4 Years	Director of Corporate Finance
Shaunna Boyd McKenzie Towne	2 Years	Office Manager
Rod Taylor McKenzie Towne	2 Years	Senior Manager
Jim Fitz-Morris McKenzie Towne	2 Years	Retired
Ryan Vollmar McKenzie Towne	2 Years	Real Estate Advisor
Shelley Wark-Martyn McKenzie Towne	2 Years	Public Relations & Marketing Professional
Don Reid McKenzie Towne	1 Year	Airline Pilot
Laura St. Croix McKenzie Towne	1 Year	Registered Nurse
Brian Henderson McKenzie Towne	Less than 1 Year	Professional Engineer

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 PricewaterhouseCoopers LLP, be appointed as Auditor of the Company and that the Directors be authorized to fix the remuneration of the Auditor.

RESOLUTION TO AUTHORIZE BORROWING

It is proposed that the Company be authorized to borrow \$1,000,000 from a commercial lender by a revolving credit line to be used for general operating purposes. This credit line will replace the credit line that the Company currently has in place which was used to pay out the term loan that was obtained by the Company to build the recreational facility which is known as the McKenzie Towne Hall. The credit line facility has allowed the Company to pay down the term loan more quickly than originally contemplated at a reduced interest rate. It is further proposed that the Company be authorized to borrow \$20,000 for a credit card to be used for Company business in the discretion of the Company's board of directors. The following resolutions with therefore be proposed at the Meeting:

Be it resolved that:

1. The Company borrow up to the principal sum of \$1,000,000 from a commercial lender on reasonable credit terms, as determined by the Company's board of directors, for an operating credit facility to be used for the general operating purposes of the Company or for other purposes of the Company that have been approved by the Members of the Company in accordance with the Company's Articles of Association.

2. The Company borrow up to the principal sum of \$20,000 from a commercial lender on reasonable credit terms, as determined by the Company's board of directors, for a credit card to be used for Company business in the discretion of the Company's board of directors.
3. Any two or more of the Company's officers and directors are 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 Loan, the signatures of any of the Company's officers and directors on any such documents or agreements being conclusive evidence of such determination.

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 18th, 2014 at 7:00 PM** (Mountain Standard Time). **Doors open at 6:30 pm; doors lock and close for voting at 7:01 pm sharp!** 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.

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.

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



ROD TAYLOR, 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 by 5:00 p.m. on Monday, November 17, 2014. No proxy forms will be accepted after this date and time and will not be accepted at the Meeting:

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

All proxies must be in writing, signed by the Member and returned no later than 5:00 PM Monday, November 17th, 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 to 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. 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.



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

On the 18th day of November 2014 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 **Rod Taylor** 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>
Rod Taylor		
Jim Fitz-Morris		
Shaunna Boyd		
Laura St. Croix		
Shelley Wark-Martyn		

<i>NOMINEE</i>	<i>FOR</i>	<i>AGAINST</i>
Malik Amery		
Ryan Vollmar		
Don Reid		
Brian Henderson		

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 PricewaterhouseCoopers LLP be appointed as Auditor of the Company for the 2014–2015 fiscal year.

- 4) **FOR** ____ **OR** **AGAINST** ____ (and if no specification is made, **FOR**)

To approve the following Resolutions:

Be it resolved that:

- i) The Company borrow up to the principal sum of \$1,000,000 from a commercial lender on reasonable credit terms, as determined by the Company's board of directors, for an

operating credit facility to be used for the general operating purposes of the Company or for other purposes of the Company that have been approved by the Members of the Company in accordance with the Company's Articles of Association.

ii) The Company borrow up to the principal sum of \$20,000 from a commercial lender on reasonable credit terms, as determined by the Company's board of directors, for a credit card to be used for Company business in the discretion of the Company's board of directors.

iii) Any two or more of the Company's officers and directors are 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 Loan, the signatures of any of the Company's officers and directors on any such documents or agreements being conclusive evidence of such determination.

5) 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 _____, 2014.

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/her 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 MONDAY, NOVEMBER 17TH, 2014

NO PROXY FORMS WILL BE ACCEPTED AFTER THIS TIME, INCLUDING AT THE AGM

Attention: EXECUTIVE COMMITTEE

40 McKenzie Towne Blvd. SE, Calgary, Alberta T2Z 4X5

OR by facsimile to 403-930-1551 OR by email: executive@mtcouncil.com