

Completed proxies can be emailed to us at RMCMergerInfo@gmail.com or sent by facsimile to 416-947-0866, in each case, to be received on or prior to 19:30 hrs (Kingston, Ontario time) on Tuesday, October 5, 2021 or, if the Meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays), preceding the day and time the adjourned Meeting is reconvened (the “**Proxy Deposit Deadline**”).

Voting at the Meeting

The Meeting will be hosted virtually via live audio webcast at:

Link: <https://virtual-meetings.tsxtrust.com/1214>

Password: **RMC2021**

We have sent an email with a unique control number to each Member who is entitled to vote at the Meeting. That control number was sent to the latest email on file with the RMC Club. **You will need that control number to vote at the Meeting.** If you did not receive a control number by email, or if you have misplaced it, you can obtain your control number by calling us at 1-844-216-6765 or by emailing us at RMCMergerInfo@gmail.com.

Members may attend and vote at the Meeting virtually by following the steps listed below:

1. Type in <https://virtual-meetings.tsxtrust.com/1214> on your browser at least 15 minutes before the Meeting starts. Do not use Internet Explorer due to compatibility issues.
2. Click on “**I have a control number**”.
3. Enter your 12-digit control number that was provided to you.
4. Enter the password: **RMC2021** (case sensitive).
5. When the ballot is opened, click on the “Voting” icon. To vote, simply select your voting direction from the options shown on screen and click **Submit**. A confirmation message will appear to show your vote has been received.

Members who want to appoint someone else (other than the persons named in the form of proxy) to attend and vote at the Meeting virtually for them may do so by following the steps listed below:

1. Complete and submit a form of proxy (available at www.rmclub.ca and www.rmcfoundation.ca/en/merger-information/) appointing the person that you want to appoint to vote for you. Completed proxies can be emailed to us at RMCMergerInfo@gmail.com or sent by facsimile to 416-947-0866, in each case, to be received on or prior to the Proxy Deposit Deadline.
2. Obtain a control number before the Proxy Deposit Deadline by contacting TSX Trust Company by emailing tsxtrustproxyvoting@tmx.com the "Request for Control Number" form, which can be found here <https://tsxtrust.com/resource/en/75>.
3. Type in <https://virtual-meetings.tsxtrust.com/1214> on your browser at least 15 minutes before the Meeting starts. Do not use Internet Explorer due to compatibility issues.
4. Click on “I have a control number”.
5. Enter your 12-digit control number that was provided to you.
6. Enter the password: **RMC2021** (case sensitive).

7. When the ballot is opened, click on the "Voting" icon. To vote, simply select your voting direction from the options shown on screen and click **Submit**. A confirmation message will appear to show your vote has been received.

Guests can also listen to the Meeting by following the steps below:

1. Type in <https://virtual-meetings.tsxtrust.com/1214> on your browser at least 15 minutes before the Meeting starts. Do not use Internet Explorer.
2. Click on "I am a Guest".

If you need assistance with voting before the Meeting, please contact us by telephone at 1-844-216-6765 or by email at RMCMergerInfo@gmail.com.

When is the deadline to become a Member to vote at the Meeting?

You must be a Member in good standing as of the close of business on Friday, September 24, 2021 in order to vote at the Meeting.

Can I appoint someone else as my Proxy to attend and vote at the Meeting?

Yes. To appoint some other person to vote for you at the Meeting, you must first submit a form of proxy (available at www.rmclub.ca and www.rmcfoundation.ca) indicating who you are appointing and then you or your appointee must then register with TSX Trust in advance of the Meeting by emailing tsxtrustproxyvoting@tmx.com the completed "Request for Control Number" form, which can be found here <https://tsxtrust.com/resource/en/75>.

See "Appointment and Revocation of Proxies" on page 9 of this Circular.

What is proposed to be approved at the Meeting?

At the Meeting, Members will be asked to approve:

- The merger of the RMC Club and the RMC Foundation;
- The consolidation of certain segregated Life Membership Investment Funds of the RMC Club;
- The new by-laws for the Merged Company;
- Certain amendments to the articles of the Merged Company to reflect a name change and to amend the statement of purposes and the classes and terms of membership of the Merged Company;
- The election of the board of directors and the President of the Merged Company; and
- The appointment of Wilkinson & Company LLP as the auditors for the Merged Company and to authorize the board of directors of the Merged Company to fix their remuneration.

See "The Merger" on page 11 of this Circular.

Why is the Merger being proposed?

The reasons for the Merger include:

- That the RMC Club and the Foundation were historically one organization and the Merger is bringing them back together after approximately 55 years;
- That the Merger will enable the Merged Company to be more efficient in undertaking its activities and delivering services to Members;