

SUMMARY

The following is a summary of the other information contained elsewhere in this Circular and is qualified in its entirety by such other information. Capitalized and defined terms used below have the meanings given to them elsewhere in this Circular. The RMC Club Board and the RMC Foundation Board recommend that Members read this Circular in its entirety before making a decision regarding the Merger and other matters contained herein.

Meeting

The RMC Club Board and the RMC Foundation Board have called a joint annual and special meeting of members for at 19:30 hours (Kingston, Ontario time) on Thursday, October 7, 2021. The meeting will be conducted by way of a live audio webcast. Members will not be able to attend the meeting in person due to the on-going challenges posed by the COVID-19 pandemic. Details on how to attend and vote at the virtual meeting are provided in the enclosed Circular. See "How To Vote" on page **Error! Bookmark not defined.** of this Circular.

Prior to the meeting, there will also be a question and answer session held by Zoom at 18:15 hours (Kingston, Ontario time) on the same date. The details for the Zoom meeting are as follows:

<https://us02web.zoom.us/j/83803429690?pwd=RmZoZWlqa2pBS3hwYzFUYS9XSUtyZz09>

Meeting ID: 838 0342 9690

Passcode: 107370

Dial by your location

+1 587 328 1099 Canada
+1 647 374 4685 Canada
+1 647 558 0588 Canada
+1 778 907 2071 Canada
+1 204 272 7920 Canada
+1 438 809 7799 Canada

Find your local number: <https://us02web.zoom.us/u/ketSc3Q8na>

Agenda for the Meeting

At the Meeting, Members will be asked to approve:

- The merger of the RMC Club and the RMC Foundation into a new merged entity called the "Royal Military Colleges of Canada Alumni Association Inc.";
- 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.

Reasons for the Merger

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;
- Cost savings and anticipated increased revenues without any layoffs;
- Declining RMC Club membership and engagement over the years;
- For the Merged Company to benefit from a simplified organizational structure and governance; and
- To better position the Merged Company to communicate with our Members.

See “The Merger” on page **Error! Bookmark not defined.** of this Circular.

RMC Club alumni and other member services and benefits will not be negatively impacted by the Merger. Rather, following the Merger, all of these alumni and other programs of the RMC Club will be undertaken and coordinated by the Merged Company, without any interruption or decrease in alumni services and membership benefits. In fact, with the greater coordination, staffing, resources and finances resulting from the Merger, and with the elimination of duplication in data management, it is expected that the Merged Company will be able to significantly enhance and grow alumni services and membership benefits, including the offering of additional and more relevant affinity programs for the benefit of alumni and other members. See “Alumni and Other Member Services, Initiatives and Benefits of the Merged Company” on page **Error! Bookmark not defined.** of this Circular.

In order to effect the Merger, all of the RMC Club’s assets and liabilities will be contributed, donated, assigned, transferred and assumed by the RMC Foundation, which will be called “Royal Military Colleges of Canada Alumni Association Inc.”. In addition, certain amendments to the articles and charitable purposes of the Merger Company will be made to complete the Merger. The structure, governance and organization of the Old Brigade will continue unchanged with the merged company. Similarly, there will be no change to the operation of local Branches, which will continue in the same manner after the merger.

See “The Merger” commencing on page **Error! Bookmark not defined.** of this Circular, including for details regarding the motto and mission of the Merged Company, the Life Membership Investment Fund Consolidation, the new statement of purposes for the Merged Company and the new membership classes for the Merged Company. The New By-Laws for the Merged Company, including the changes to the membership classes and terms of membership of the Merged Company, are discussed in detail on page **Error! Bookmark not defined.** of the Circular.

The RMC Club Board and the RMC Foundation Board Recommendations

After careful consideration, and for the reasons set forth in this Circular, each of the directors of the RMC Club and the RMC Foundation recommends that Members vote:

- **“FOR”** the Merger Resolutions, which are attached as Schedule “B” to this Circular;
- **“FOR”** the ordinary resolution to remove the current directors of the RMC Foundation and appoint the director nominees of the Merged Company (see the text of those resolutions on page **Error! Bookmark not defined.** of this Circular);
- **“FOR”** the ordinary resolution to appoint Jill Carleton as the President of the Merged Company (see the text of those resolutions on page **Error! Bookmark not defined.** of this Circular); and

- **“FOR”** the ordinary resolution appoint 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 text of those resolutions on page **Error! Bookmark not defined.** of this Circular).

Required Approvals

The approval of 66 2/3% of the Members voting in person or by proxy at the Meeting is required in order to approve the Merger Resolutions attached to the Circular as Schedule “B”. The approval of a majority of the Members voting in person or by proxy at the Meeting is required in order to approve the ordinary resolutions to appoint the director nominees of the Merged Company, to appoint Jill Carleton as the President of the Merged Company, to appoint 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.

Additional Information and Assistance with Voting

Members who wish additional information regarding how to submit their proxies to vote in advance of the Meeting, or have any questions regarding the matters set forth in this Circular, can contact us by telephone at 1-844-216-6765 or by email at RMCMergerInfo@gmail.com.

Please note that voting at the Meeting is limited to Members. If you are not currently a Member, there is no better time to join. Simply call us at the above noted telephone number or email us at the above noted email address to join.