



**FORM OF PROXY FOR  
THE SPECIAL MEETING OF THE MEMBERS OF  
THE ROYAL MILITARY COLLEGES CLUB OF CANADA (THE “RMC CLUB”)  
AND**

**THE ROYAL MILITARY COLLEGES OF CANADA FOUNDATION INC. (THE “RMC FOUNDATION”)  
TO BE HELD AT 19:30 hrs (KINGSTON, ONTARIO TIME) ON THURSDAY, OCTOBER 7, 2021 (THE “MEETING”)**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARDS OF DIRECTORS OF THE RMC CLUB AND THE RMC  
FOUNDATION**

Reference is made to the Joint Meeting Circular of the RMC Club and the RMC Foundation, dated August 23, 2021, as it may be modified, supplemented or amended from time to time in accordance with its terms (the “**Circular**”). Capitalized terms used herein and not otherwise defined have the meanings given to them in the Circular.

The undersigned member of the RMC Club and the RMC Foundation (collectively, the “**Member**”) hereby appoints Jill Carleton, the President of the RMC Foundation, or failing her, John McManus, the President of the RMC Club, or instead of either of the foregoing, \_\_\_\_\_, as proxy of the undersigned, with full power of substitution to attend, vote and act for and on behalf of the undersigned at the Meeting, and at the continuation of the Meeting after any adjournment or postponement, upon the following matters, and any other business that may properly come before the Meeting to the same extent and with the same power as if the undersigned were personally present at the Meeting:

***(Members should check only one box for each of items 1, 2 and 3 below)***

1. **VOTE FOR**  **or** **VOTE AGAINST**  **, or** if no specification is made, **VOTE FOR:**

The special resolution (collectively, the “**Merger Resolutions**”) attached as Schedule “B” to the Circular, to approve, among other things:

- (a) the Merger of the RMC Club and the RMC Foundation;
- (b) the consolidation of certain segregated Life Membership Investment Funds of the RMC Club;
- (c) the new by-laws of the Merged Company; and
- (c) certain amendments to the articles of the RMC Foundation (which will be the articles of the Merged Company) to:
  - (i) change the name of the Merged Company to “Royal Military Colleges of Canada Alumni Association Inc.”;
  - (ii) amend the statement of purposes of the Merged Company; and
  - (iii) delete the classes of members of the Merged Company and replace the same with voting and non-voting classes of members of the Merged Company;

all as set out in the Circular.

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.

2. **VOTE FOR**  or **VOTE AGAINST** , or if no specification is made, VOTE FOR:

The ordinary resolution to remove the current directors of the RMC Foundation and to appoint the nominee directors set forth in the Circular as the directors of the Merged Company, all as set forth in the Circular (the “**New Directors Resolutions**”).

The approval of a majority of the Members voting in person or by proxy at the Meeting is required to approve the New Directors Resolutions.

3. **VOTE FOR**  or **VOTE AGAINST** , or if no specification is made, VOTE FOR:

The ordinary resolution to elect Jill Carleton as the President of the Merged Company, as set forth in the Circular (the “**President Election Resolutions**”).

The approval of a majority of the Members voting in person or by proxy at the Meeting is required to approve the President Election Resolutions.

4. **VOTE FOR**  or **VOTE AGAINST** , or if no specification is made, VOTE FOR:

The ordinary resolution to appoint Wilkinson & Company LLP as the auditors for the Merged Company (and as the auditors of the RMC Foundation for the interim period from the expiration of their prior appointment as auditors of the RMC Foundation to the date of the Merger) and to authorize the board of directors of the Merged Company to fix their remuneration, all as set forth in the Circular (collectively, the “**Auditor Appointment Resolutions**”).

The approval of a majority of the Members voting in person or by proxy at the Meeting is required to approve the Auditor Appointment Resolutions.

**THE UNDERSIGNED HEREBY REVOKES ANY PRIOR PROXY OR PROXIES PREVIOUSLY GIVEN WITH RESPECT TO THE ABOVE NOTED MATTERS.**

**WITH RESPECT TO AMENDMENTS OR VARIATIONS TO ANY MATTER IN THE NOTICE OF MEETING AND ANY OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING, THE UNDERSIGNED HEREBY CONFERS DISCRETIONARY AUTHORITY ON THE PERSON WHO VOTES AND ACTS ON HIS OR HER BEHALF HEREUNDER TO VOTE WITH RESPECT TO THE MATTER AS HE OR SHE THINKS FIT. THE MEMBERSHIP INTEREST REPRESENTED BY THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN ON ANY VOTE OR BALLOT CALLED, HOWEVER, IF SUCH A DIRECTION IS NOT MADE IN RESPECT OF ANY MATTER, THIS PROXY WILL BE VOTED AS RECOMMENDED BY THE BOARDS OF DIRECTORS OF THE RMC CLUB AND THE RMC FOUNDATION.**

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 2021

\_\_\_\_\_  
Name of Member (**Please print clearly**)

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Telephone Number of Member

\_\_\_\_\_  
Email address of Member

\_\_\_\_\_  
Canadian Military Colleges Number of Member, if applicable

**NOTES:**

- (1) A Member has the right to appoint a person to represent the Member at the Meeting other than the persons designated in this proxy. Such right must be exercised by inserting in the space provided the name of the other person the Member wishes to appoint. Such other person need not be a Member. If the person you appoint as your proxy is someone other than the persons named on the form of proxy, you will also need to give them your unique control number in order for them to vote at the Meeting.
- (2) To be valid, this proxy must be signed and deposited no later than 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, as the time before which proxies that are to be used at the Meeting are to be deposited. Completed proxies can be emailed to [RMCMergerInfo@gmail.com](mailto:RMCMergerInfo@gmail.com) or sent by facsimile to 416-947-0866.
- (3) If this proxy is not dated in the space provided, it shall be deemed to bear the date of mailing of the Circular.