

THE OTTAWA CURLING CLUB, LIMITED INFORMATION CIRCULAR

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This information circular is furnished by the Management of The Ottawa Curling Club, Limited (the “**Company**”) in connection with the solicitation, by Management of the Company, of proxies to be used at the Annual Meeting of shareholders of the Company (the “**Annual Meeting**”) to be held at 7:00 p.m. on Tuesday 18 September 2018, in accordance with the accompanying Notice of Annual Meeting. It is not contemplated that solicitation by Management will be otherwise than by mail. The Company will bear costs of solicitation other than any return postage on proxies, which will be borne by shareholders.

The board of directors (the “**Board**”) of the Corporation has fixed the record date for the Meeting at the close of business on August 31, 2018. Only shareholders of record on August 31, 2018 are entitled to notice of, and to attend and vote at, the Meeting.

Unless otherwise stated, the information contained in this Circular is given as at August 31, 2018.

VOTING RIGHTS AT THE ANNUAL MEETING

As of August 31, 2018, the Company had outstanding 523 Class B Preference shares with a par value of \$0.01 each. All persons who are registered holders of Class B Preference shares at the commencement of the Annual Meeting are entitled to vote thereat.

Supplementary Letters Patent issued to The Ottawa Curling Club, Limited on 11 October 1985, pursuant to the Ontario *Corporations Act*, provide that each holder of a Class B Preference share is entitled to one vote at all meetings of the shareholders of the Company. Class B Preference shares may be issued only to persons who are active members in good standing of the Ottawa Curling Club, as determined by the Board, and no person may hold more than one Class B Preference share. Pursuant to the Supplementary Letters Patent and the By-Laws, the Board has determined, in the Rules and Regulations of the Company, those members in the Social/Practice membership category are not entitled to cast a vote at a meeting of shareholders or to become Directors of the Company.

The Company has issued 38,240 Class A Preference shares (equity shares), which have a par value of \$0.625 each. To the knowledge of the Directors and senior officers of the Company, no person beneficially owns, directly or indirectly, more than 10% of the issued Class A Preference shares. Holders of Class A Preference shares do not have the right to vote for the election of Directors or for the other business to be transacted at the Annual Meeting, but are entitled to attend the Annual Meeting and to receive notice thereof. The Notice of Annual Meeting, and financial highlights for fiscal 2017-18 extracted from the audited financial statements, has been mailed to the Class A Preference shareholders who are not members of the Ottawa Curling Club.

The Company is authorized to issue 10 Common Shares, which have a par value of \$1.00 each. Each holder of a Common Share is entitled to one vote at all meetings of the shareholders of the Company. No Common Shares have been issued.

APPOINTMENT AND REVOCATION OF PROXIES

As required by section 84 of the *Corporations Act*, **every shareholder entitled to a vote at the Annual Meeting may, by means of a proxy, appoint a person, who need not be a shareholder, as the shareholder’s nominee to attend and act at the Annual Meeting in the manner, to the extent, and with the power conferred by the proxy.** A proxy must be executed by the

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shareholder or by the shareholder's attorney authorized in writing. The proxy must be dated and contain the name of the nominee. Subsection 5(g) of Company By-Law Number 1 – 1986 provides that in order to be effective the proxy must be filed with the Secretary of the Ottawa Curling Club, Limited at or prior to the Annual Meeting.

The enclosed form of proxy contains a designation of Alexandra Birtwistle, or Nicole Merriman, who are Directors of the Company, as nominees. The shareholder has the right to appoint a person other than the persons designated in the form of proxy. A Class B Preference shareholder desiring to appoint some other person to represent him/her at the Annual Meeting may do so either by striking out the printed names and inserting such other person's name in the blank space provided in the enclosed form of proxy, or by completing another proper form of proxy.

A proxy may be revoked by notice in writing executed by the shareholder or the shareholder's attorney authorized in writing and deposited either at the head office of the Company at any time up to and including the last business day preceding the day of the Annual Meeting or any adjournment thereof at which the proxy is to be used, or with the chairperson of such meeting on the day of the meeting or adjournment thereof.

A proxy may be revoked in any other manner permitted by law.

EXERCISE AND DISCRETION OF PROXY

The Class B Preference shares represented by proxy in favour of management nominees will be voted on any poll at the Annual Meeting. Where the shareholder specifies a choice with respect to any matter to be acted upon the Class B Preference shares will be voted or withheld from voting on any poll in accordance with those instructions. If the shareholder does not provide instructions the Class B Preference shares will be voted in favour of each of the matters to be acted upon as set out in this Circular. The persons appointed under the form of proxy have discretionary authority with respect to amendments or variations of those matters specified in the form of proxy and notice of meeting and with respect to any other matters which can properly be brought before the Annual Meeting or any adjournment thereof. At the time of printing this Circular, the Board knows of no such amendment, variation or other matter.

MATTERS TO BE ACTED UPON

Appointment of Auditor

The persons designated in the enclosed form of proxy intend to vote for the appointment of McCay Duff LLP, as the auditor of the Company to hold office until the next Annual Meeting of Class B Preference shareholders. McCay Duff LLP has been the auditor of the Company since 1974.

Election of Directors

Action is to be taken at the Meeting with respect to the election of directors. In accordance with its By-Laws, the Company is managed by a Board of Directors consisting of eight (8) elected Directors and the immediate Past President, who is an *ex officio* member of the Board. Directors must be Class B Preference shareholders of the Company. At least two (4) Directors are elected at each annual meeting of the shareholders to hold office for a period of three (3) years or until their respective successors in office have been duly elected or appointed, as the case may be. The Board elects or appoints a President and Vice-President from among its members, and may fill any vacancy on the Board by a duly qualified shareholder. Four (4) Directors constitute a quorum at all meetings of the Board. The chair of any such meeting is the President, or the Vice-President in

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the absence of the President. Questions are decided by majority vote, with the chair having a deciding vote only.

At the Annual Meeting there are eight (8) shareholders nominated for six (6) positions.

Procedure for Electing Directors

At this annual meeting of the Shareholders held for the purpose of electing directors, the Shareholders shall elect six (6) Directors who shall hold office for a period of three (3) years or until their respective successors in office shall have been duly elected or appointed, as the case may be.

It is the intention of the management designees, if named as proxy, to vote “FOR” the election of the following persons to the Board unless otherwise directed.

- **Eddie Chow**
- **Michael Burke**
- **Paul Engelbrecht**
- **Ian Rathwell**

Management does not contemplate that any of such nominees will be unable to serve as a director. If for any reason before the meeting a nominee is unable to serve as a director, the persons named in the form of proxy have the discretion to vote for another nominee at the Meeting.

The following information relating to the nominees as directors is based partly on our records and partly on information received by us from the nominees.

Each nominee holds one (1) Class B Preference Share.

NAME	TERM	POSITION(S) HELD BY THE DIRECTOR	OCCUPATION	PREVIOUS TERM AS DIRECTOR OF COMPANY
Eddie Chow	2021	Vice President	Director of Border Compliance Operations	2014-2016, 2016-2018
Michael Burke	2021	Match Director	Mechanical Engineer	2016-2018
Paul Engelbrecht	2021	Ice Director		Multiple terms previous to 2010, 2016-2018
Ian Rathwell	2021	Director at Large	Business Continuity Planning Officer	2018
Wesley Blight	2021	N/A	AVP and Portfolio Manager	N/A
Scott MacDonald	2021	N/A		N/A
Pam Ponc	2021	N/A	Senior Manager	N/A
David Taylor	2021	N/A	Lawyer	N/A

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Directors and Officers Remuneration

During the 2017-2018 financial year, the aggregate direct remuneration paid by the Company to its Directors and officers was \$0.00 (not including remuneration of the Club Manager).

OTHER MATTERS COMING BEFORE THE MEETING

Management knows of no other matters, amendments or variations to matters to come before the Annual Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Annual Meeting; the Class B Preference shares represented by proxy solicited hereby will be voted on such matters in accordance with the best judgment of the person voting such proxy.

Dated at Ottawa this 1st day of September 2018.

BY ORDER OF THE BOARD

Matthew Kellett
President