

## CLIMBING ESCALADE CANADA

### NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

**NOTICE IS HEREBY GIVEN** that an annual general meeting of the Class A members (“**Members**”) of Climbing Escalade Canada (“**CEC**”) is to be held on Monday May 31, 2021 commencing at 7:00 pm (EST) via live webcast online through <https://us02web.zoom.us/j/82335468255?pwd=Wmc4UU5sZ1pgc28rcUw2R2NINWZrdz09> (the “**Meeting**”). As part of our corporate social responsibility and our preparedness plans in response to the COVID-19 pandemic, CEC believes hosting the Meeting in a virtual only format is in the best interests of our stakeholders and it is part of our commitment to do our part to protect the health and safety of our communities, employees, Members and other stakeholders.

The Meeting will be held for the following purposes:

1. to receive and consider the audited financial statements of CEC for financial year ended September 30, 2020, together with the notes thereto and the report of the auditors thereon;
2. to fix the maximum number of directors to be elected at the Meeting at seven;
3. to elect the directors of the CEC to hold office until the next annual general meeting of Members or until their successors are duly elected or appointed;
4. to approve the reappointment of KPMG as auditor of the CEC for the ensuing year at such remuneration to be fixed by the board of directors of the CEC (the “**Board**”); and
5. to transact any other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Further details regarding the recommended directors nominees are set forth below.

A Member may attend the Meeting in person or may be represented by proxy. Any Member who is entitled to vote at the Meeting may, by means of a proxy, appoint a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the Meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. To be valid, a proxy must be received by CEC Attention: Kathy Woods at [chair@climbingcanada.ca](mailto:chair@climbingcanada.ca) not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in Alberta) prior to the Meeting or any adjournment or postponement thereof.

Late instruments of proxy may be accepted or rejected by the Chair of the Meeting in his or her sole discretion and the Chair is under no obligation to accept or reject any particular late instrument of proxy. Only the Class A Members will be entitled to receive notice of and to vote at the Meeting.

## **Business to be considered at the Meeting**

### 1. *Financial Statements*

The audited financial statements of CEC for the financial year ended September 30, 2020, together with the notes thereto and the report of the auditors thereon will be placed before the Meeting. Copies of the financial statements can be obtained from the CEC's Executive Director upon request and will be made available at the Meeting. A copy of the audited financial statements is also included herewith.

### 2. *Fixing the Number of Directors*

At the Meeting, Members will be asked to consider and, if deemed advisable, to pass an ordinary resolution fixing the maximum number of directors to be elected to the Board at the Meeting at seven.

The CEC's articles stipulate there shall be not more than 15 and not fewer than one director. In accordance with CEC's constating documents, the Board is recommending that seven directors be elected at the Meeting. The Board currently consists of six directors, all of whom are independent. It is anticipated that following the Meeting, CEC will have seven directors who have been duly elected, all of whom will be independent, and that such directors will hold office until the next annual general meeting or until they resign or their successors are duly elected or appointed. Notwithstanding the foregoing, in the event the CEC Athlete Commission elects a new President, it is the intention of CEC that such individual be elected or appointed to the Board. The Athlete Commission is currently planning to hold its general election on May 24, 2021. In the event the CEC receives a notice from the Athlete Commission that a new President of the Athlete Commission has been elected and such individual consents to serve as a director of CEC, then CEC will recommend that the maximum number of directors to be elected to the Board at the Meeting be fixed at eight as opposed to seven. If such a notice from the Athlete Commission is received prior to the Meeting, it is the intention of CEC to deliver a revised Notice of Meeting to the Members which gives effect to the foregoing.

The text of the resolution that will be placed before Members at the Meeting fixing the maximum number of directors to be elected at the meeting is set forth below:

**"BE IT HEREBY RESOLVED** as an ordinary resolution of the Members of CEC ("CEC") that the maximum number of directors to be elected to CEC's Board of Directors at the Meeting is hereby fixed at seven."

In order to be effective, the foregoing resolution must be passed by not less than a majority of the votes cast by Members who vote in person virtually or by proxy in respect of this ordinary resolution.

### 3. *Election of Directors*

At the Meeting, Members will be asked to separately elect the recommended nominees set forth in the table below as directors of CEC, to hold office until the next annual general meeting of Members or until their successors are duly elected or appointed. Each of the below nominees, if elected as a director of CEC, will hold office until the next annual general meeting of Members or until their successor is duly elected or appointed or until they resign. Each director nominee will be elected on an individual basis and not as members of a slate.

The following table sets forth a brief description of the director nominees recommended by CEC for election at the Meeting including their name and province and country of residence, the date each individual first became a director of CEC, if applicable, and a brief biography and prescription of their principal occupation. The information contained herein is based upon information furnished by the respective nominees.

<b>Name and Province and Country of Residence</b>	<b>Time as a Director</b>	<b>Biography and Principal Occupation</b>
<p><b>Michelle Ang</b> British Columbia, Canada</p>	<p>N/A</p>	<p>Michelle has worked as a medical researcher, provincial program developer and project manager in the healthcare industry, bringing experience in developing provincial strategic health policies, stakeholder relations, communications, and government relations to CEC. She has also worked in the areas of strategy development, governance policies and processes, and is a self-identified diverse leader (visible minority, female).</p> <p>Michelle has been an active committee member with CEC since March 2020, participating as a member on both the Pandemic Task Force, and the Diversity, Equity and Inclusion Committee. On the Pandemic Task Force, she helped chair the development of The CEC COVID-19 Guidance Document: Suggestions, Tools, and Considerations Aimed to Assist Climbing Gyms Mitigate Potential Risks in the era of COVID-19.</p> <p>Michelle is a passionate recreational climber and has actively participated in advocacy groups such as the Ontario Alliance of Climbers (OAC) as well as volunteered for the Treeline Women’s Outdoor Committee’s Women’s climbing festivals in Squamish since 2017.</p>
<p><b>Paul Dormaar</b> Alberta, Canada</p>	<p>May 2020<sup>(1)</sup></p>	<p>Paul has a strong background in finance and risk analysis. His work in the trading and investment world has built his understanding of legal, accounting, risk, IT and governance issues. He has worked for global and Canadian companies in the financial services and oil and gas industries. Paul’s not-for-profit experience includes his role as the Chair of the Calgary Section of the Alpine Club of Canada, a position he has held for 4 years. He has supported women’s mentorship and multiculturalism as well as advocating for the mountains, and speaking out on climate change. Paul has been climbing since the 70’s, coming to the sport through outdoor climbing. He now climbs both indoor and out and has always looked for ways to give back to a sport that has given him so much. Paul is retired from professional life and maintains a small real estate portfolio.</p>
<p><b>Joachim Stroink</b> Nova Scotia, Canada</p>	<p>May 2019</p>	<p>Joachim has worked in the outdoor industry for over 20 years. Of those 20 years 12 of them were owning his own stores, The Trail Shop and Rackology, which he sold in 2017. In 2013 he was elected to Nova Scotia House of</p>

		Assembly where he sat as a Member of the Legislative Assembly (MLA) until 2017. Joachim is an active parent in the east coast climbing community.
<b>Jeffrey Taylor</b> British Columbia, Canada	May 2018 <sup>(1)(5)</sup>	Jeff has been actively involved in the Canadian climbing community since 2004. Jeff is a practicing lawyer at Blake, Cassels & Graydon LLP, a leading Canadian law firm, where he practices in the Securities and Capital Markets Group. Previously, Jeff practiced at Borden Ladner Gervais LLP. Jeff advises public and private companies with respect to mergers and acquisitions and corporate finance transactions, as well as on general corporate, compliance and governance matters. Jeff also has experience acting for not-for-profit companies, start-up companies and private equity and venture capital funds. Jeff's direct experience working with boards and management teams has enabled him to bring an understanding of growth strategies, risk management and corporate governance to CEC. Jeff is an active climber and previously was a member of competitive climbing teams in British Columbia, Alberta and Ontario.
<b>Nicolas Valence</b> Quebec, Canada	May 2020 <sup>(1)(2)</sup>	Nicolas has a long history in climbing, having been both a recreational and competitive climber, route-setter, belayer, judge, and the parent of competitive climbers. He has held roles on the FQME Board and has volunteered his time for multiple CEC comps, initiatives and committees. Nic is a senior leader with a long history in facilities management, account management and operations. His extensive professional experience with global organizations makes him a strong business generalist who can work across the areas of finance, legal, HR, Health and Safety, and operations. He currently leads facility management and public-private partnerships projects at a global green organization. Nic's not-for-profit experience includes 7 years on the BOMA Quebec Board acting as treasurer. He brings to the CEC a strong knowledge of not-for-profit governance, including financial leadership. For years, he has also been organizing an annual kayak fundraiser supporting pediatric cancer and the Charles-Bruneau Foundation.
<b>Stacey Weldon</b> Alberta, Canada	May 2018 <sup>(3)</sup>	Stacey has been involved in the Canadian climbing community for almost 25 years in a wide range of roles, allowing her to bring a unique perspective. She grew up in the grassroots of competition climbing in Canada, was one of the first female athletes to compete consistently internationally, coached club teams and national teams, and has spent two years as a CEC board director and president of the athletes' commission.  Stacey is recognized as a female leader in sport, having been selected by the IFSC to be part of the Women in Leadership Program of the Association of Summer Olympic International Federations. She is passionate

		<p>about issues related body image and eating disorder, with a focus on prevention and education</p> <p>Professionally, Stacey is a critical care nurse currently working in Calgary. She brings to CEC strong team orientation, an analytical mindset, and the ability to look at the big picture.</p>
<p><b>Kathy Woods</b> Ontario, Canada</p>	<p>May 2019<sup>(2)(4)</sup></p>	<p>Kathy brings to the CEC Board 30+ years of experience in Canada and globally as a strategy and human capital consultant and business leader. She also brings experience in the not-for-profit world, having served as a director on the Board of the ALS Society of Ontario and as a member on the Women Moving Women Committee of the Canadian Women’s Foundation. She has supported the facilitation and development of strategic plans for a variety of not-for-profit boards, including her volunteer work with the CEC leading the strategic review in 2018-2019. Kathy has worked with corporate boards as both a consultant and business leader and so understands governance and the mechanics of operating within a board structure.</p> <p>Kathy is known for being a strong leader, influencer and coach, and for getting things done. She is passionate about having an impact and making a difference in an area that has personal meaning while also leveraging her unique skills.</p> <p>Prior to the pandemic, Kathy volunteered regularly at OCF competitions, including as a certified judge for both bouldering and difficulty events. She and her family are active recreational climbers, both indoor and out, and her daughter was also a competitive climber.</p>

**Notes:**

- (1) Member of the Audit and Risk Committee.
- (2) Member of the Nomination and Governance Committee.
- (3) Stacey is the current President of the Athlete Commission however she is not standing for re-election as President of the Athlete Commission. Stacey is standing for election to the CEC Board in her personal capacity.
- (4) Chair of the Board.
- (5) Vice Chair of the Board.

4. *Reappointment of Auditor*

At the Meeting, Members will be asked to approve an ordinary resolution approving the reappointment of KPMG as the auditors of CEC for the ensuing year at a remuneration to be fixed by the Board. KPMG has served as the auditor of the CEC since December 2019. The text of the resolution that will be placed before Members at the Meeting reappointing KPMG as the auditor of CEC is set forth below:

**“BE IT HEREBY RESOLVED** as an ordinary resolution of the Members of CEC (“CEC”) that KPMG be reappointed as auditor of CEC to hold office for the ensuing year until the close of the next annual general meeting of Members or until KPMG is removed from office or resigns, at a remuneration to be fixed by CEC’s Board of Directors.”

In order to be effective, the foregoing resolution must be passed by not less than a majority of the votes cast by Members who vote in person virtually or by proxy in respect of this ordinary resolution.

6. *Other Business*

CEC is not aware of any other matters to come before the Meeting, other than those set out in this Notice of Meeting.