

CLIMBING ESCALADE CANADA

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF MEMBERS TO BE HELD ON SUNDAY, OCTOBER 15, 2017 (REV. #3)

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the members (the “**Members**”) of Climbing Escalade Canada (“**CEC**”) will be held at, Alpine Club of Canada, 201 Indian Flats Rd, Canmore, Alberta at 10:00 a.m. on Sunday, October 15, 2017, for the following purposes:

1. to receive and consider the financial statements of the Corporation for the financial year ended September 30, 2016;
2. to fix the number of directors to be elected at the Meeting at six (6);
3. to elect the following nominees as directors of the CEC to hold office until the next annual meeting of Members or until their successors are duly elected or appointed:

Steve Frangos, Malek Taleb, Greg Locke, Sebastian Powell, Dung Nguyen, Sean McColl

4. to approve the appointment of **MNP** as the public accountant of the CEC for the ensuing year at such remuneration to be fixed by the Board
5. to consider and, if deemed advisable, to approve by special resolution, the full text of which is set out below, adopting the Amended and Restated By-Laws of CEC and amending the articles of CEC;
6. to transact any other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

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 the CEC Attention: Steve Frangos, email to steve.frangos@gmail.com 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 Chairman of the Meeting in his sole discretion and the Chairman 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. The text of the special resolution which will be put to the Members is set out below:

“BE IT HEREBY RESOLVED as a special resolution of the members of Climbing Escalade Canada that:

1. The Amended and Restated By-Laws (the “**Amended and Restated By-Laws**”) attached as Schedule “A” to the notice of Annual General and Special Meeting of Climbing Escalade Canada (“**CEC**”) dated September 24, 2017 (the “**Notice**”) are hereby approved, adopted, ratified and confirmed as the General By-Law of CEC effective as of the date hereof. All previous by-laws of CEC are hereby confirmed repealed as of the coming into force of the Amended and Restated By-Laws.
2. The Articles of Amendment attached as Schedule “B” to the Notice are hereby approved, adopted, ratified and confirmed.
3. Any director or officer of CEC be and is hereby authorized for, on behalf of, and in the name of CEC, and as a corporate act of CEC, to sign and deliver all such other

agreements, instruments, certificates, directions, notices, acknowledgements, receipts and other documents and to perform and to do all other acts and things as such director or officer in his discretion may consider necessary, advisable or useful for the purpose of giving effect to these resolutions, execution as aforesaid to be conclusive evidence of this and such director's or officer's approval."

Members are welcome to call Steve Frangos with questions relating to financial or other matters of the CEC. Please advise Steve Frangos at steve.frangos@gmail.com or if you plan to attend the Meeting or if you require a form of proxy.

DATED September 24, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS OF
CLIMBING ESCALADE CANADA**

(signed) "*Steve Frangos*"
Director and Interim President

SCHEDULE "A"

See Document; CAL01-2347063-v2-Draft By-Laws-CEC.pdf

SCHEDULE "B"

See document: CAL01-2349333-v1-Articles-of-Amendment-CEC.PDF