

## INFORMATION PACKAGE

### THE BOILERMAKER CONTRACTORS' ASSOCIATION OF BRITISH COLUMBIA

20 Corporate Park Drive, Suite 102, St. Catharines, Ontario, L2S 3W2

This Information Circular is furnished in connection with the Extraordinary General Meeting (the "**Meeting**") of the Members of THE BOILERMAKER CONTRACTORS' ASSOCIATION OF BRITISH COLUMBIA (the "**Society**") to be held on Friday, November 8, 2019 at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

### VOTING MEMBERS AND PROCEDURES

Each Member of the Society in good standing with the Society is entitled to attend, speak and vote at the Meeting. Each Member has one vote which may be cast at the Meeting by a duly authorized representative of the Member or by another person appointed, in writing, to exercise that Member's voting rights by proxy.

Accompanying this Information Circular is the form of Proxy, which includes instructions on its completion and delivery for the Meeting. Where a choice with respect to any matter to be acted upon has been specified in the Proxy, the person named in the Proxy will vote on any such matter in accordance with the specifications so made. Where no choice has been specified by the Member, the person named in the Proxy shall be entitled to vote on any such matter in his or her absolute discretion.

The enclosed form of Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the person appointed proxy holder thereunder to vote with respect to any amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.

### SPECIAL BUSINESS

#### PROPOSED DISSOLUTION OF SOCIETY

##### Discussion

With the resignation of a certain member of the Society, it has become evident that the Society no longer has the financial wherewithal to continue. It is also clear that the Society can no longer serve the interests of its remaining members. The Directors accordingly recommend that the Society be dissolved.

##### Passage of Ordinary Resolution

In order to approve the dissolution of the Society pursuant to Section 126 of the *Societies Act* (the "**Act**"), the Members of the Society are being asked to consider and, if deemed advisable, pass the Ordinary Resolution set forth below. An "Ordinary Resolution" is defined in the Act in part to mean

“a resolution passed at a general meeting by a simple majority of the votes cast by the voting members, whether in person or by proxy.”

#### Text of Ordinary Resolution

The proposed Ordinary Resolution to be considered by the Members is as follows:

“RESOLVED, as an Ordinary Resolution, that:

1. Incidental to the dissolution of the Society, the distribution of all of the assets of the Society to Boilermakers Contractors’ Association (the “**Association**”) is hereby authorized.
2. Incidental to the dissolution of the Society, the Society make provision for the extinguishment, satisfaction, assumption and payment of each of its liabilities by the Association or otherwise.
3. After the assets of the Society have been distributed and the debts and liabilities of the Society have been discharged, the Society is authorized to apply to the Registrar of Companies of British Columbia to be dissolved by request under Section 126 of the *Societies Act*.


#### OTHER BUSINESS

The Directors of the Society are not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting.

#### APPROVALS AND SIGNATURE

The Board of Directors of the Society has approved the contents of this Information Package and the sending of it to each Member entitled to receive notice of the Extraordinary General Meeting.

BY ORDER OF THE BOARD

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David Ingram, Chair

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Notice is hereby given that an Extraordinary General Meeting (the “**Meeting**”) of the Members of THE BOILERMAKER CONTRACTORS’ ASSOCIATION OF BRITISH COLUMBIA (the “**Society**”) will be held on Friday, the 8<sup>th</sup> day of November, 2019 at Fairmont Vancouver Airport Hotel, Vancouver International Airport, 3111 Grant McConachie Way, Richmond, BC at 10:00 a.m. for the following purposes:

1. To consider and, if thought fit, approve by Ordinary Resolution the dissolution of the Society by request pursuant to Section 126 of the *Societies Act* of BC; and
2. To approve the transaction of such other business as may properly come before the Meeting.

Accompanying this Notice is an Information Package containing information relative to the business to be conducted at the Meeting. There is also an attached form of Proxy. Only those Members in good standing under the Bylaws of the Society shall be entitled to vote at the Meeting. Each Member is entitled to one vote which may be cast by a duly authorized representative of the Member or by another person appointed, in writing, to exercise that Member’s voting rights by proxy.

DATED at Temecula, California this 21<sup>st</sup> day of October, 2019

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'D. Ingram', is written over a horizontal line.

David Ingram, Chair