



**ROSENTHAL
HOMEOWNERS ASSOCIATION**



Rosenthal Homeowners Association
Thursday October 3rd, 2019 @ 6:30pm
Lewis Estates Golf Course, 260 Suder Greens Drive N.W Edmonton, AB T5T 4B7AGM
Meeting Minutes

1. President of the Board of Directors Susan Monson acted as Chairperson of the meeting. The Annual General Meeting was called to Order at 6:44 p.m.
2. The Chairperson asked Tanya Eklund to act as Secretary of the meeting.
3. The Chairperson requested Triona Cosgrave to act as Scrutineer for the meeting, with the consent of the Voting Members. As there was no objection, the Chairperson appointed Triona Cosgrave as Scrutineer.
4. The Chairperson stated that unless otherwise specified, all issues and Resolutions to be approved by the Voting Members are by way of ordinary resolution, which requires the majority of the Voting Members present in person or by proxy, voting in favour.
5. The Chairperson asked for a motion dispensing with reading of the Notice calling the meeting. Lorrie Gray so moved. Lynn Catena seconded the motion. The Chairperson declared the motion carried.
6. The Secretary Tanya Eklund provided proper proof of mailing the Notice of the Meeting to the Members.
7. The Chairperson then stated that Pursuant to the Articles of Association of the Association, A quorum for the Annual General Meeting of the Association shall be the attendance of Five (5) or more persons collectively entitled to cast Five (5) or more votes. The Chairperson asked the Scrutineer for his report. The Scrutineer Triona Cosgrave reported that there were 12296 Voting Members either present at the meeting, or represented by proxy. Specifically, there were 12250 votes, in respect of lots registered in the name of Rosenthal Communities Inc., Lewis Estates Communities Inc. and Winterburn Developments Inc.; there were 44 Voting Members represented in person at the meeting, and 2 represented by proxy.
8. The Chairperson declared the meeting to be duly called and properly constituted for business.
9. The Chairman asked for a motion to dispense with reading of the Presidents' Report for the January 1st to December 31st 2019, also appended to the Notice of Meeting and Information Circular. Yohance Campbell moved that the reading of the Director's Report be dispensed with. Scott Holliday seconded the motion. The Chairperson declared the motion carried.
10. The Chairperson then proposed to receive, as information, the 2018 Audited Financial Statements of the Association for the year ended December 31, 2018. Triona Cosgrave read and reviewed the 2018 Audited Financial Statements and then answered related questions.
11. The Chairperson indicated that the next item of business was the election of Directors. The Chairperson stated that seven (7) Directors be elected and serve until the next Annual General Meeting of the Association. The Chairperson asked for a motion to this effect. Cristi Leskie moved that up to seven (7) Directors be elected to serve until the next Annual General Meeting of the Association. Yohance Campbell seconded the motion. The Chairperson declared the motion carried.
12. The Chairperson stated that Rosenthal Communities Inc., Lewis Estates Communities Inc. and Winterburn Communities Inc. will be using their votes to nominate three (3) Directors and wish to appoint Pj Pescod as President, Triona Cosgrave as Vice-President and Tanya Eklund as Secretary/Treasurer to the Company's Board of Directors to serve until the turnover of Management. The proxy has been cast in their favor.
13. The Chairperson stated that persons The Chairperson stated that the Following seven (7) members put their names forward to be nominated to serve as Resident directors on the board of directors:
 1. Dhinesh Ramasamy, (Was not be present at AGM, Bio Read on behalf By Tanya Eklund)
 2. Lorrie Gray
 3. Scott Holliday
 4. Geoff Mann
 5. Reynaldo Reyes
 6. Akm Uddin
 7. Cristi Leskie

14. The Chairperson then asked for a motion to nominate the above individuals for election to the board. Cristi Leskie moved and Mohd Rahman seconded the motion. The Chairperson declared the motion carried.
15. The Chairperson then asked for a motion that nominations be closed. Paul Andrews moved that the nominations for Directors be closed. Yohance Campbell seconded the motion. The Chairperson declared the motion carried.
16. The Chairperson then asked the nominees to introduce themselves and give a quick explanation as to why they would like to serve on the board.
17. The Chairperson stated that the nomination of additional Directors requires an election, as seven (7) persons have been nominated for election and only four (4) Resident Directors are required. The vote was then moved to a ballot – each Voting Member (Rosenthal Communities Inc., Lewis Estates Communities Inc. and Winterburn Communities Inc. abstained from voting) in attendance of the AGM was given a ballot form when they arrived at the Meeting. The Chairperson confirmed everyone had a ballot and went over the voting instructions with the Members, asking that the ballots be delivered to the Scrutineer upon completion. All of the ballots were filled out, collected and given to the Scrutineer who then privately tallied the votes, including those from proxies submitted. The Scrutineer then notified the Chairperson of the results. The Chairperson then declared that those members be elected to serve on the Rosenthal Homeowners Association Board of Directors for a one-year term, or until their successors are elected or appointed are as follows:
 1. Lorrie Gray
 2. Scott Holliday
 3. Geoff Mann
 4. Cristi Leskie
18. The Chairperson then asked for a motion to elect as Directors, the persons nominated, to hold office for a one-year term or until their successors are elected or appointed. Paul Andrews so moved. Bryson Gould seconded the motion. The Chairperson declared the motion carried.
19. The Chairperson then stated that the next item on the Agenda was the appointment of the Auditor. The Chairperson asked for a motion that the Board of Directors appoint BDO Canada as Auditor for the fiscal period ending December 31, 2019, and that the Directors be authorized to fix remuneration. Sarah Meehan so moved. Scott Holliday seconded the motion. The Chairperson declared the motion carried.
20. The Chairperson then asked if there was any further business to transact at the Annual General Meeting of the Association. There was none.
21. The Chairperson then asked for a motion to terminate the meeting.
22. At 7:43 p.m., Michele Hunter moved that the meeting be terminated. Yohance Campbell seconded the motion. The Chairperson declared the motion carried, and the meeting adjourned.



Tanya Eklund Secretary



NOTICE OF THE ROSENTHAL HOMEOWNERS ASSOCIATION

2020 ANNUAL GENERAL MEETING OF MEMBERS

Please take notice that the 2020 Annual General Meeting of the Members of the **ROSENTHAL HOMEOWNERS ASSOCIATION** (the "Society"), will be held online via **Zoom Meeting**, on **Monday October 19th, 2020 @ 6:00 PM (MST)** for the following purposes:

- 1) To receive the Report of the President of the Society;
- 2) To receive the Audited Financial Statements for the fiscal year ended December 31, 2019;
- 3) To establish the number of Directors to hold office until the next Annual General Meeting and elect such Directors;
 - Members are asked to fix the number of directors to be elected at the Meeting at 7 and elect directors for the next year. Information respecting the election of directors may be found on the Information Circular.
- 4) To appoint an Auditor of the Society;
 - Members are asked to appoint BDO LLP as the Associations auditors and remuneration to be fixed by the directors. Information respecting the appointment of BDO LLP may be found under the heading "Appoint Auditors" on page 8 of the Circular.
- 5) To transact such other business as may properly come before the Meeting or any adjournment thereof.

THIS NOTICE SHOULD BE READ IN CONJUNCTION WITH THE INFORMATION CIRCULAR ACCOMPANYING THIS NOTICE.

Dated at Edmonton, Alberta this 26th day of September, 2020.

BY ORDER OF THE BOARD OF DIRECTORS



PJ PESCOD, President

TO ALL MEMBERS:

PLEASE COMPLETE THE ACCOMPANYING PROXY FORM AND RETURN AS INDICATED IN THE INSTRUCTIONS FOR PROXY FORMS INCLUDED IN THIS PACKAGE.

PLEASE VOTE IN ADVANCE – THERE WILL BE NO ATTENDANCE OR VOTE AT THE AGM



**Rosenthal Homeowners Association
Presidents Report
January 2020-December 2020**

The Rosenthal Homeowners Association (RHOA) was incorporated as a non-profit society in October 2012, registered under the Societies Act of Alberta.

The purpose of the Association is to own and maintain for the benefit of the members various subdivision features and amenities within the Rosenthal Development. The RHOA is currently managed and administered by Melcor Developments on behalf of Rosenthal Communities Inc., Lewis Estates Communities Inc. and Winterburn Developments Inc. The Board of Directors currently consists of three (3) Melcor Developments appointed Directors, who hold officer positions representing Rosenthal Communities Inc., Lewis Estates Communities Inc. and Winterburn Developments Inc. and four (4) resident members of the community. The Board will meet quarterly to ensure policies are properly set, Rules & Regulations are legislated and to; be the voice of their fellow residents for RHOA-related issues.

Financial

The annual operating costs of the RHOA - including the various subdivision features and amenities, are the responsibility of the Members through the payment of mandatory fees, pursuant to a Rent Charge Encumbrance registered on each lot title in the Rosenthal development.

After careful review of the 2020 operating budget, the RHOA Board of Directors approved the 2020 fees be set at \$100 per standard lot. Fees were invoiced in December 2019 for the 2020 Fiscal year. The Fiscal year is January 1st to December 31st.

A copy of the 2020 Operating Budget is available for review online at <https://www.rosenthalhoa.com/> or upon request at tcosgrave@melcor.ca. The enclosed Audited Financial Statements are prepared up to December 31st 2019.

Appointment of Auditor

The Board of Directors proposes to appoint BDO Canada LLP as Auditor for the Society for the 2020 Fiscal Year.

Summary

We were very pleased with the turnout of residents at our 2019 AGM held on October 3, 2019. Four new resident directors were elected by members of the community and have worked alongside Melcor to manage the RHOA. We would like to thank and acknowledge the governance and the commitment from our volunteer resident Directors during the 2019/2020 year and look forward to working with the elected directors during the development of the Rosenthal Community.

The Management of the RHOA will be completely turned over when the community is built out.

Due the ongoing global COVID-19 pandemic Alberta Corporate Registry confirmed a Society has permission to hold a remote meeting due to COVID-19. Our AGM format this year will be online only.

Meeting Information & Materials can be viewed online at <https://www.rosenthalhoa.com/> and Members with questions about access can contact Melcor at tcosgrave@melcor.ca

Respectfully submitted September 29th, 2020

PJ	TRIONA	TANYA	SCOTT	GEOFF
PESCOD	COSGRAVE	EKLUND	HOLLIDAY	MANN
President	Vice-President	Secretary-Treasurer	Resident	Resident
& Melcor	& Melcor	& Melcor	Director	Director
Director	Director	Director		
LORRIE	CRISTI			
GRAY	LESKIE			
Resident	Resident			
Director	Director			

Rosenthal Homeowners Association
Financial Statements
For the year ended December 31, 2019

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Tel: 403 266 5608
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BDO Canada LLP
903 - 8th Avenue SW, Suite 620
Calgary AB T2P 0P7
Canada

Independent Auditor's Report

To the Board of Directors of
Rosenthal Homeowners Association

Opinion

We have audited the financial statements of Rosenthal Homeowners Association (the "Association"), which comprise the statement of financial position as at December 31, 2019, and the statements of operations and net assets and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Association as at December 31, 2019, and its results of operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations ("ASNPO").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Association in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with ASNPO, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Association's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



Independent Auditor's Report (continued)

- ♦ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ♦ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.
- ♦ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ♦ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Association to cease to continue as a going concern.
- ♦ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

BDO Canada LLP

Chartered Professional Accountants

Calgary, Alberta
March 27, 2020

**Rosenthal Homeowners Association
Statement of Financial Position**

December 31	2019	2018
Assets		
Current		
Cash	\$ 100,414	\$ 72,181
Accounts receivable (Note 2)	14,298	10,555
	\$ 114,712	\$ 82,736
Liabilities and Net Assets		
Current		
Accounts payable and accrued liabilities (Notes 3 and 5)	\$ 16,399	\$ 24,081
Deferred revenue	41,200	29,708
	57,599	53,789
Internally restricted net assets (Note 4)	57,113	28,947
	\$ 114,712	\$ 82,736

Approved on behalf of the board:

Tommy Ekland, Director

James Coyle, Director

The accompanying notes are an integral part of these financial statements.

Rosenthal Homeowners Association Statement of Operations and Net Assets

For the year ended December 31	2019	2018
Membership fee revenue	\$ 134,248	\$ 112,348
Expenditures		
Administration fees (Note 5)	24,000	20,000
Advertising	675	-
Community event costs	5,720	1,544
Interest and bank charges	2,393	2,004
Office	12,347	25,791
Professional fees	13,659	9,680
Repairs and maintenance	36,737	17,687
Utilities	14,188	8,909
	<u>109,719</u>	<u>85,615</u>
Excess of revenue over expenditures before the following item	24,529	26,733
Other income	<u>3,637</u>	<u>2,214</u>
Excess of revenues over expenditures for the year	28,166	28,947
Net assets, beginning of year	<u>28,947</u>	-
Net assets, end of year	<u>\$ 57,113</u>	<u>\$ 28,947</u>

The accompanying notes are an integral part of these financial statements.

**Rosenthal Homeowners Association
Statement of Cash Flows**

For the year ended December 31	2019	2018
Cash flows from operating activities		
Excess of revenues over expenditures for the year	\$ 28,166	\$ 28,947
Change in non-cash working capital items		
Accounts receivable	(3,743)	(10,555)
Accounts payable and accrued liabilities	(7,682)	24,081
Deferred revenue	11,492	29,708
	<hr/>	<hr/>
Increase in cash during the year	28,233	72,181
Cash, beginning of year	<hr/> 72,181	-
Cash, end of year	<hr/> \$ 100,414	<hr/> \$ 72,181

The accompanying notes are an integral part of these financial statements.

Rosenthal Homeowners Association

Notes to the Financial Statements

December 31, 2019

1. Summary of significant accounting policies

Nature of operations

The Rosenthal Homeowners Association (the "Association") is a not-for-profit organization that owns and operates amenities for the use of its members, the residents of Rosenthal. The Association was incorporated as a not-for-profit organization on October 10, 2012 under the Canada Societies Act. As such, the Association is exempt from income tax under Section 149 of the Income Tax Act and, therefore, has made no provisions for income taxes in these financial statements. The community was developed by Rosenthal Communities Inc., Lewis Estates Communities Inc. and Winterburn Developments Inc. (referred to collectively as the "Developers"). The Association is managed by Melcor Developments Ltd. ("Melcor"), and is governed by a Board of Directors, constituted, appointed and elected pursuant to the By-Laws of the Association. The Association commenced operations in 2018.

Basis of accounting

These financial statements of the Association have been prepared by management in accordance with Canadian accounting standards for not-for-profit organizations ("ASNPO").

Cash

Cash consists of balances held with financial institutions.

Use of estimates

The preparation of financial statements in accordance with ASNPO requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and may have an impact on future periods. Accounts specifically affected by estimates in these financial statements are accounts receivable and accounts payable and accrued liabilities.

Revenue recognition

The Association uses the deferral method of accounting for contributions. Contributions of capital assets, or funds for the purchase of capital assets, which are subject to amortization are deferred and amortized on the same basis as those capital assets. Contributions of capital assets, or funds for the purchase of capital assets, which are not subject to amortization are recorded as a direct increase to net assets.

Membership fees are recognized as revenue in the year to which they relate. Restricted contributions are recognized as revenue in the year in which related expenses are incurred. Unrestricted contributions are recognized as revenue when received if the amount can be reasonably estimated and collection is reasonably assured. Deferred revenue includes membership fees that arise from receipt of payments in advance of the period in which they will be earned.

Rosenthal Homeowners Association

Notes to the Financial Statements

December 31, 2019

1. **Summary of significant accounting policies (continued)**

Financial instruments

All financial instruments are initially measured at fair value and subsequently measured at amortized cost, except for equities quoted on the active market which are required to be measured at fair value, and the financial instruments which are designated at fair value.

Financial assets are tested for impairment when changes in circumstances indicate that the asset could be impaired. Transaction costs on the acquisition and sale of financial instruments are expensed for those items re-measured at fair value at each balance sheet date and charged to the financial instrument for those measured at amortized cost.

2. **Accounts receivable**

Included in accounts receivable is \$2,191 (2018 - \$nil) receivable from the government for Goods and Services Taxes.

3. **Accounts payable and accrued liabilities**

Included in accounts payable and accrued liabilities is \$nil (2018 - \$5,160) owing to the government for Goods and Services Taxes.

4. **Internally restricted net assets**

The Association has the discretion to transfer amounts to internally restricted net assets to be used for repairs or replacements in the future. During the year, the Association internally restricted \$28,166 (2018 - \$28,947) for future use in this regard.

5. **Related party transactions**

The Management Agreement grants Melcor and the Developers control of the management of the Association and management of the community amenities until the Effective Date.

The Effective Date is defined as the later of (i) the date upon which the Developers have sold their last lands within the Rosenthal development, or (ii) the date upon which all amounts owing to the Developers have been repaid. The Developers may, at an earlier date and at their discretion, transfer portions of the amenities or certain aspects of management to the Association. After the Effective Date, the Association becomes independent from Melcor and the Developers and will no longer receive their financial support.

During the year, the following related party transactions occurred:

Administration fees of \$24,000 were paid to Melcor (2018 - \$20,000), of which \$6,000 (2018 - \$5,374) remains in accounts payable and accrued liabilities at year end, as well as \$832 (2018 - \$nil) of expense reimbursements due to Melcor.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Rosenthal Homeowners Association Notes to the Financial Statements

December 31, 2019

6. Financial instruments

The Association, through its financial assets and liabilities, has exposure to the following risks from its use of financial instruments: credit risk and liquidity risk. The risks and related management strategies are discussed below:

(a) Credit risk

Credit risk arises from the potential that a counterparty will fail to perform its obligations. The Association's credit risk is primarily related to its accounts receivable and cash. The accounts receivable represents annual charges not collected from members. The risk is mitigated due to the fact that the Association takes legal action on overdue accounts and places a lien on the property of the member and will collect the annual charge upon sale of the home if the member chooses not to pay the annual charge. The Association also has a growing membership which reduces the concentration of credit risk. The credit risk on cash is limited because the counterparty is a major Canadian financial institution.

(b) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with its financial obligations, including the risk the Association will not have sufficient funds to settle a transaction on the due date. The Association is exposed to this risk in respect of its accounts payable and accrued liabilities. This risk is mitigated by the Association having support from Melcor.



**ROSENTHAL HOMEOWNERS ASSOCIATION 2020 INFORMATION CIRCULAR
GENERAL INFORMATION & PROXY STATEMENT**

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by management of the ROSENTHAL HOMEOWNERS ASSOCIATION (the "Society") for use at the Annual General Meeting (the "Meeting") of Members of the Society to be held online via Zoom Meeting, on Monday October 19th, 2020 @ 6:00 PM (SHARP). All expenses incurred in connection with the solicitation of proxies will be borne by the Society. Solicitation will be made primarily by mail, but proxies may also be solicited by Directors, officers and employees of the Society.

APPOINTMENT AND REVOCATION OF PROXIES

Each Member entitled to vote at the Meeting may, by means of a form of proxy in writing executed by the Member or his attorney, authorized in writing, appoint a proxy to attend and vote on his/her behalf at the Meeting. In order to be acted upon at the Meeting, a form of proxy must be returned as indicated in the INSTRUCTIONS FOR PROXY FORMS included in this package. A Member may revoke a form of proxy previously given by returning another proper form of proxy bearing a later date than the previously given form of proxy as indicated in the INSTRUCTIONS FOR PROXY FORMS included in this package.

EXERCISE OF DISCRETION BY PROXY

Proxies will be voted or withheld from voting in accordance with the Member's instructions contained therein. The Form of Proxy also confers authority on the persons named therein to vote with respect to any other matter which may properly be brought before the Meeting. At the date hereof, management knows of no other such matters.

VOTING BY MEMBERS

Only Members of record in good standing at the close of business on September 29th, 2020 are entitled to vote at the Meeting, each Member being entitled to one (1) vote. Members are defined in the Articles of Association (the "Articles") of the Society as restricted to Homeowners and Rental Project Owners.

Where there is more than one owner of a property, there shall be only one Member who shall be the person designated as the Member by all the owners of the property. In the absence of such designation, the first person named as owner in the Certificate of Title or as Purchaser in an Agreement for Sale, shall be the Member.

Where a residential property is occupied by a tenant, such tenant may be designated as the Member by and instead of the owner of such property. Where a rental project is involved, the registered owner shall be the Member and notwithstanding how many tenants are residing in the rental project, it shall have only one (1) vote.

As at the close of business on September 29th, 2020 the Society had 1621 members in good standing. In addition, there are 9150 votes in respect of lots registered in the name of Rosenthal Communities Inc., Lewis Estates Communities Inc. and Winterburn Developments Inc.

ELECTION OF DIRECTORS

At the Meeting, it is proposed that the total number of Directors for the Society be established as no more than seven (7) until the next Annual General Meeting. Pursuant to the Articles of the Society, Melcor, on behalf of Rosenthal Communities Inc., Lewis Estates Communities Inc. and Winterburn Developments Inc. is entitled to appoint up to three (3) Directors with the remaining Resident Directors elected at the Meeting. The following persons are the current Directors of the Society:

NAME	PERIOD SERVED AS DIRECTOR OF THE COMPANY
Triona Cosgrave (Melcor)	2 year
PJ Pescod (Melcor)	2 year
Tanya Eklund (Melcor)	1 year
Geoff Mann (Res. Director)	1 year
Scott Holliday (Res. Director)	1 year
Lorrie Gray (Res. Director)	1 year
Cristi Leskie (Res. Director)	1 year



**ROSENTHAL HOMEOWNERS ASSOCIATION 2020 INFORMATION CIRCULAR
GENERAL INFORMATION & PROXY STATEMENT**

It is proposed that four (4) resident Members be elected at the AGM in accordance with the Articles of Association.

Individuals should be aware of the fiduciary responsibilities of Director's generally, as well as the specific limitation of the power of Directors of the Society in respect of Melcor's management contract. Members interested in standing for election at the meeting are invited to contact Triona Cosgrave in advance of the meeting at tcosgrave@melcor.ca

The term of office for each person is a one-year term and shall be from the date of the Meeting until the next Annual General Meeting of Members or until his/her successor is elected or appointed.

DIRECTORS COMPENSATION - Nil
PENSION PLAN - Nil
EXECUTIVE COMPENSATION AND PLANS - Nil
INCENTIVE SHARE OPTION PLAN FOR OFFICERS AND KEY EMPLOYEES - Nil

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

The three (3) Melcor appointed Directors are employees of Melcor, who on behalf of Rosenthal Communities Inc., Lewis Estates Communities Inc. and Winterburn Developments Inc. is the operator of the Rosenthal amenities. As operator of the Rosenthal amenities, Melcor approves the operating budget for their proper operation.

APPOINTMENT OF AUDITORS

Management proposes that BDO be appointed as Auditor of the Society and that the Directors be authorized to approve their remuneration.

CERTIFICATE

The foregoing contains no misstatement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

BY THE ORDER OF THE BOARD OF DIRECTORS



PJ PESCOD, President

The management of the Society knows of no amendment, variation or other matter to come before the Annual General Meeting of Members other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgement of the person or persons voting such proxy.

BY THE ORDER OF THE BOARD OF DIRECTORS



PJ PESCOD, President



ROSENTHAL HOMEOWNERS ASSOCIATION
2020 ANNUAL GENERAL MEETING OF MEMBERS
On Monday October 19th, 2020 @ 6:00 PM

RETURN PROXIES NO LATER THAN AT CLOSE OF BUSINESS (4:00 P.M.) ON FRIDAY OCTOBER 16TH, 2020

INSTRUCTIONS FOR PROXY FORMS

Appointment and Revocation of Proxies

A Member desiring to appoint a person to represent him/her at the Meeting may do so by inserting such person's name in the blank space provided. The completed proxy should be sent in to the address indicated below in time to reach such address not less than twenty-four (24) hours (excluding Saturdays, Sundays and Holidays) before the time of the Meeting:

Mail to: Melcor Developments
Suite 900, 10310 Jasper Avenue Edmonton, AB T5J 1Y8
Attention: Triona Cosgrave

or e-mail this completed form to tcosgrave@melcor.ca

All proxies must be in writing, signed by the Member and returned no later than at close of business
Friday October 16th, 2020

A Member who has given a proxy may revoke it any time before it is exercised. A proxy may be revoked by instrument in writing or, if the Member is a corporation, by an officer or attorney thereof duly authorized, and delivered as indicated above, at any time up to and including the last business day preceding the Meeting or any adjournment thereof, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

Voting and Exercise of Discretion by Proxies

The persons named in the form of proxy will vote the Membership in respect of which they are appointed in accordance with the instructions indicated therein.

Meeting Information & Materials can be viewed online at <https://www.rosenthalhoa.com/> and Members with questions about access can contact Melcor at tcosgrave@melcor.ca

Members interested in standing for election at the meeting are invited to contact Triona in advance of the meeting at tcosgrave@melcor.ca

TO ALL MEMBERS:

PLEASE COMPLETE THE ACCOMPANYING PROXY FORM AND RETURN AS INDICATED IN THE INSTRUCTIONS

PLEASE VOTE IN ADVANCE – THERE WILL BE NO ATTENDANCE OR VOTE AT THE AGM



**ROSENTHAL HOMEOWNERS ASSOCIATION
2020 ANNUAL GENERAL MEETING OF MEMBERS
On Monday October 19th, 2020 @ 6:00 PM**

PROXY SOLICITED BY MANAGEMENT

The undersigned Member of the ROSENTHAL HOMEOWNERS ASSOCIATION (the "Society") hereby appoints **PJ Pescod** or failing him, _____, as proxy to attend and vote on behalf of the undersigned at the Annual General Meeting of Members and at any adjournment thereof and my proxy is instructed to vote:

- 1) **FOR** _____ **OR AGAINST** _____ (and if no specification is made, FOR)

The setting of the total number of Directors for the Society until the next Annual General Meeting at seven (7) composed of four (4) Resident Directors to be elected at this Meeting and three (3) Melcor appointees.

- 2) **FOR** _____ **OR AGAINST** _____ the election of the following resident(s) as Directors, for a one-year term, in accordance with their nomination: **Please mark a maximum of four (4) candidates.**

NAME OF NOMINEES	FOR	AGAINST
Geoff Mann (Existing Director)		
Scott Holliday (Existing Director)		
Lorrie Gray (Existing Director)		
Cristi Leskie (Existing Director)		
Magendiran Malairaj (MAHI)		
Dhinesh Ramasamy		
Donnie Gould		

- 3) **FOR** _____ **OR AGAINST** _____ (and if no specification is made, FOR)

That BDO Canada be appointed as Auditor of the Society for the 2020 fiscal year.

- 4) And in his/her discretion with respect to any amendments, variations or additions with respect to any of the matters noted above or with respect to any other matter which may properly be brought before the Meeting or any adjournment thereof.

DATED this _____ day of _____, 2020.

Member's Name (Please Print)

Member Signature

Member Address (*required)

This form should be signed by the Member or his attorney, authorized in writing, and if the Member is a corporation, this form of proxy should be signed by a duly authorized officer under corporate seal.

