

NOTICE OF MEETING OF THE MEMBERS
OF
NORTH WELLINGTON CO-OPERATIVE SERVICES INC.
(the "Co-operative")

Notice is hereby given that a special meeting of the members of the Co-operative will be held at Mildmay Carrick Recreation Complex, 24 Vincent Street, Mildmay, Ontario on the 26th day of March, 2020 at the hour of 7:00 p.m. for the following purposes:

To consider and, if thought fit, to pass a special resolution authorizing the amalgamation of the Co-operative with Huron Bay Co-operative Inc. The text of the special resolution authorizing the amalgamation is attached hereto as Schedule "A".

A copy of the proposed amalgamation agreement between the Co-operative and Huron Bay Co-operative Inc., which includes as Schedule "A" a copy of the proposed By-laws of the amalgamated co-operative, can be obtained by the members for review prior to the meeting as follows:

1. By downloading a copy from the following website: www.northwellington.ca;
2. By picking up a copy at the Co-operative's head office located at 56 Margaret Street South, Harriston, ON, N0G 1Z0 or at any branch location; or
3. By requesting a copy be mailed to you by calling the Co-operative's head office at 519.338.2331 or mailing a request to the Co-operative at 56 Margaret Street South, Harriston, ON, N0G 1Z0.

DATED this 28th day of February, 2020.



Kelly Boyle, General Manager

SCHEDULE "A"

Text of Special Resolution Authorizing the Amalgamation

"BE IT RESOLVED THAT:

1. The amalgamation of the Co-operative with Huron Bay Co-operative Inc. pursuant to the terms of the Amalgamation Agreement presented to the members at a special meeting of members held on the 26th day of March 2020 (the "Amalgamation Agreement"), is hereby approved and adopted.
2. The proposed By-laws of the amalgamated co-operative attached as Schedule "A" to the Amalgamation Agreement are hereby approved and adopted as the By-laws of the amalgamated co-operative.
3. The Directors of the Co-operative are hereby authorized to perform or cause all acts and things to be performed, including the execution of such agreements, authorizations and filing of articles as required, to give effect to the amalgamation of the Co-operative and Huron Bay Co-operative Inc., including without limitation, the execution of the Amalgamation Agreement.
4. The Directors of the Co-operative are hereby authorized to make such amendments as the Directors deem necessary to the Amalgamation Agreement."