

NOTICE OF SPECIAL MEETING OF MEMBERS

THE CANADIAN MENTAL HEALTH ASSOCIATION, ALBERTA DIVISION, 1984

(the “**Association**”)

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the members of the Association will be held in person at Stanley A. Milner branch of the Edmonton Public Library, 7 Sir Winston Churchill Square, Edmonton, Alberta, on the 27th day of August, 2024, at 6:00 pm for the following purposes:

1. To consider and, if deemed advisable, to approve with or without variation, a special resolution (the “**Special Resolution**”) to approve the entering into of the amended and restated amalgamation agreement dated effective March 22, 2024, as amended and restated on July 31, 2024 (the “**Amalgamation Agreement**”) with the Centre for Suicide Prevention, 2005 (“**CSP**”), substantially in the form made available electronically at the **hyperlink below**, and the completion of the transactions contemplated therein, including the amalgamation of the Association and CSP (the “**Amalgamation**”) pursuant to the provisions of the *Companies Act* (Alberta) (the “**Act**”). The full text of the special resolution is set forth in Schedule “A” hereto.
2. To transact such further and other business as may properly come before the Meeting or any adjournment thereof.

Members may access and download the Amalgamation Agreement electronically by visiting the following hyperlink: <https://alberta.cmha.ca/wp-content/uploads/2024/08/CMHA-AB-AR-Amalgamation-Agreement-Execution-Version-7.31.pdf>.

The Amalgamation

It is expected that following the closing of the Amalgamation, the amalgamated company (the “**Amalgamated Company**”) will be managed by the directors and officers set out in Appendix 3 of the Amalgamation Agreement, and any individual who is a director or officer of either the Association or CSP prior to the Amalgamation and who is not listed in Appendix 3 of the Amalgamation Agreement will be deemed to have immediately resigned as a director or officer of their respective company as of the effective date of the Amalgamation, and will not continue as a director or officer of the Amalgamated Company.

The Amalgamated Company will be governed in accordance with the terms of the Memorandum of Association and the Articles of Association each substantially in the respective forms attached as Appendices 1 and 2 to the Amalgamation Agreement. Members are encouraged to carefully read the Amalgamation Agreement, the Memorandum of Association and the Articles of Association.

A summary of the Amalgamation, the Amalgamated Company and its governance structure and frequently asked questions has been circulated by the Association concurrently with this Notice of Special Meeting of Members, and further information may be obtained by contacting the Association.

Solicitation of Proxies

No solicitation of proxies by or on behalf of management of the Association is being undertaken in respect of the Meeting.

DATED at Calgary, Alberta this 1st day of August, 2024.

Sincerely,



Brent Korte
Board Chair
Canadian Mental Health Association, Alberta Division

SCHEDULE A
SPECIAL RESOLUTION

“RESOLVED THAT:

- a) The amalgamation (as may be amended, supplemented or varied in accordance with the terms of the amalgamation agreement dated effective March 22, 2024 (the “**Amalgamation Agreement**”) between The Canadian Mental Health Association, Alberta Division, 1984 (the “**Association**”) and the Centre for Suicide Prevention, 2005 (“**CSP**”)) under section 172 of *Companies Act* (Alberta) be and is hereby approved.
- b) The Amalgamation Agreement, substantially in the form made available in the Notice of Special Meeting of Members for the meeting at which this special resolution was approved, and all actions taken by any director of the Association prior to this date in furtherance thereof, be and are hereby confirmed, ratified, authorized and approved.
- c) The memorandum of association and the articles of association, each substantially in the form appended to the Amalgamation Agreement, as modified, varied or amended in accordance with the terms of the Amalgamation Agreement, be and are hereby authorized and approved.
- d) Notwithstanding that this resolution has been passed and the Amalgamation authorized and approved, the directors of the Association be and are hereby authorized and empowered, without further approval of the members, (i) to amend, modify, supplement or vary the Amalgamation Agreement in accordance with the terms thereof, and (ii) subject to the terms and conditions of the Amalgamation Agreement, not to proceed with the Amalgamation.
- e) Any and all actions taken prior to this date by any of the directors of the Association, for and on behalf of the Association, in connection with or in furtherance of any matter referred to in this special resolution be and are hereby confirmed, ratified, authorized and approved.
- f) Any one director of the Association be and is hereby authorized, empowered and directed, for and on behalf of the Association, to execute or cause to be executed, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things as in such person’s determination may be necessary or desirable to give effect to the Amalgamation in accordance with the Amalgamation Agreement, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of such acts or things.”