



THE ORCHARDS

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 ORCHARDS RESIDENTS ASSOCIATION (the "Company") for use at the Annual General Meeting (the "Meeting") of Voting Members of the Company, to be held in-person on **Tuesday, June 6th, 2023 at 7:00 PM (MST)**. All expenses incurred in connection with the solicitation of proxies will be borne by the Company. Solicitation will be made primarily by mail, but proxies may also be solicited by Directors, officers and employees of the Company.

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 Voting Member's instructions contained therein.

The form of Proxy also confers authority on the persons named therein to vote with respect to any other matters that may properly be brought before the Meeting. At the date hereof, management knows of no other such matters.

VOTING BY MEMBERS

Only Members on record at the close of business on May 7th, 2023 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 Company as restricted to Commercial Owners, Homeowner Members and Rental Members.

No Member is entitled to vote at the Meeting if at the date of the meeting any sum due or payable to the Company by such Voting Member remains unpaid for at least forty-five (45) days following a written request for payment of same.

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.

At the close of business on the May 7th, 2023, the Company had **2034** Voting Members in good standing. In addition, there are **389** Brookfield Residential (Alberta) LP ("Brookfield") votes in respect of lots registered in the name of Brookfield's general partner. **THE COMPANY'S VOTING MEMBERS IN GOOD STANDING AT THE CLOSE OF BUSINESS May 7th, 2023, ARE THE ONLY MEMBERS ENTITLED TO VOTE AT THE MEETING.**

ELECTION OF DIRECTORS

At the Meeting, it is proposed that the total number of Directors for the Company be established as no more than **ten (10)** until the next Annual General Meeting. Pursuant to the Articles of the Company, Brookfield is entitled to appoint up to **three (3)** Directors

with the remaining Directors elected at the Meeting. The following persons are the Directors appointed by Brookfield to the Board of Directors of the Company for the ensuing term:

Peter Tsoukalas	(Brookfield)
Nathan Petersen	(Brookfield)
Stephen Musselwhite	(Brookfield)

It is proposed that **seven (7)** resident Directors be elected at the AGM. The following persons are the current Resident Directors of the Company and have expressed an interest to stand for re-election for the ensuing term:

Robyn Andrishak
 Candace Kruk
 Sam Kemble
 Lindsay MacDermott

The following resident Members in good standing have expressed an interest to be nominated for election onto the Board of Directors:

Arvin Guillermo
 Anupama Deshpande
 Mark Fife
 Sharmon Smith

Nominations will also be sought at the meeting for Directors from the Members. 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 Company in respect of Brookfield management contract. Members interested in standing for election at the meeting are invited to contact Jaime Dowling in advance of the meeting by phone at 587-525-9640, or by email at gm@orchardsra.ca.

The term of office for each person 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. Further information is given below with respect to each nominee as a Director, including the length of time each has been a Director of the Company.

Name & Address	Period Served as Director of Company	Principal Occupation
Peter Tsoukalas	3 rd Year	Director Planning & Development, Brookfield Residential
Nathan Petersen	3 rd Year	Senior Manager Finance & Planning, Brookfield Residential
Stephen Musselwhite	3 rd Year	Development Manager, Brookfield Residential
Robyn Andrishak	6 th Year	Resident Director, Professional Engineer
Candace Kruk	6 th Year	Resident Director, Accountant
Sam Kemble	5 th Year	Resident Director, Human Resources Consultant
Lindsay MacDermott	2 nd Year	Resident Director, Branch Office Administrator
Arvin Guillermo	Standing for Election	Realtor
Anupama Deshpande	Standing for Election	Administrative Assistant
Mark Fife	Standing for Election	Supervisor - Land Agents
Sharmon Smith	Standing for Election	General Manager

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 - Nil

The three (3) Brookfield appointed Directors are employees of Brookfield Residential, who is the operator of the Orchards Amenities. As operator of the Orchards Amenities, Brookfield approves the operating budget for their proper operation, and if such operating

budget is not fully funded by the income received from Voting Members' annual dues, as approved by Brookfield, it is required to loan sufficient funds to the Company in order to meet such expenses.

APPOINTMENT OF AUDITORS

Management proposes that BDO Canada be appointed as Auditor for the Company for the fiscal year ending December 31, 2023, and that the Directors be authorized to fix 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 light of the circumstances in which it was made.

BY ORDER OF THE BOARD OF DIRECTORS

Stephen Musselwhite

STEPHEN MUSSELWHITE, Secretary

The management of the Company knows of no amendment, variation or other matters to come before the Annual Meeting of Voting 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 vote on such matter in accordance with the best judgement of the person or persons voting such proxy.

Dated at Edmonton, Alberta, this **7TH day of May, 2023.**

BY ORDER OF THE BOARD OF DIRECTORS

Stephen Musselwhite

STEPHEN MUSSELWHITE, Secretary

INSTRUCTIONS FOR PROXY FORMS (as per Schedule C of [Articles of the Association](#))

Appointment and Revocation of Proxies

A Voting Member desiring to appoint a person (who must also be a Voting Member in Good Standing) to represent him/her at the Meeting may do so by inserting such person's name in the blank space provided. The completed proxy must be sent to or delivered in person by the Voting Member giving the proxy, to the address indicated below, no later than **5:00 P.M. ON MONDAY, JUNE 5TH, 2023** or they will be invalid.

**ORCHARDS RESIDENTS ASSOCIATION
4059 ORCHARDS DR SW
EDMONTON, ALBERTA, T6X 1W5
OR BY FACSIMILE TO 780-244-2195
ATTENTION: JAIME DOWLING
GM@ORCHARDSRA.CA**

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, no later than 5:00 p.m. on Monday June 5th, 2023.

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.