

NOTICE OF SPECIAL RESOLUTION

Notice is hereby given that members of North Peace Savings and Credit Union will be invited to vote on a special resolution to approve a proposed Asset Transfer Agreement between North Peace Savings and Credit Union and Interior Savings Credit Union

PROPOSED TRANSACTION FOR CONSIDERATION OF THE MEMBERS OF NORTH PEACE SAVINGS AND CREDIT UNION

In accordance with Section 16 of the Credit Union Incorporation Act (British Columbia), North Peace Savings and Credit Union is proposing to enter into an Asset Transfer Agreement with Interior Savings Credit Union, pursuant to which Interior Savings will acquire all of the assets and liabilities of North Peace Savings and Credit Union in accordance with the terms and conditions of the Asset Transfer Agreement and the members of North Peace Savings and Credit Union will become members of Interior Savings Credit Union.

REQUIRED VOTE

In accordance with Section 16 of the Credit Union Incorporation Act (British Columbia) and pursuant to the voting process provided for in the rules of North Peace Savings and Credit Union, North Peace Savings and Credit Union is seeking your approval, as a member, on the below Special Resolution approving the Asset Transfer Agreement to effect the proposed combination of North Peace Savings and Credit Union and Interior Savings Credit Union (the "**Proposed Merger**").

PROPOSED RESOLUTION:

BE IT RESOLVED THAT:

1. Having been presented with the Asset Transfer Agreement and upon the recommendation from the board of directors of North Peace Savings and Credit Union, the Proposed Merger in accordance with and pursuant to Section 16 of the Credit Union Incorporation Act (British Columbia) and all of the terms and conditions set forth in the Asset Transfer Agreement be and is hereby approved, ratified, sanctioned, and confirmed.
2. That any officer or director of North Peace Savings and Credit Union is hereby authorized to do all things and to execute all instruments and documents necessary or desirable to carry out and give effect to the Proposed Merger and all matters ancillary thereto.

MORE INFORMATION:

Along with this Notice, is a guide to the Proposed Merger (the "Guide"), which is intended to provide the members of North Peace Savings and Credit Union with pertinent information about the Proposed Merger to allow them to make an informed decision. A summary of the key provisions of the Asset Transfer Agreement can be found at page 21 of the Guide. You can obtain a full copy of the Asset Transfer Agreement from any branch of North Peace Savings and Credit Union, or by downloading a copy at www.together-strong.ca.

VOTING

Voting on this Special Resolution will be available to eligible members and will be conducted in branch during regular branch hours via electronic means. Eligible members that are unable to attend a branch for in-branch electronic voting may call us prior to May 8, 2023 at 1-877-787-0361 and arrangements will be made to provide such eligible members with their unique voting credentials as well as access to a secure online portal through which electronic votes may be cast remotely.

The voting period will commence on May 8, 2023 and end on May 12, 2023. Votes must be cast during this stipulated voting period in order to be counted.

For more details about how to vote, please refer to the **How to Vote** instructions on the following page.

HOW TO VOTE

VOTER ELIGIBILITY

To be eligible to vote on the special resolution, a member must be nineteen (19) years or older and be a member in good standing as of April 3, 2023. A member in good standing means a member who, at the date on which good standing is determined:

- has purchased, paid for, and holds a minimum of five (5) Class "A" Membership Equity Shares in North Peace Savings and Credit Union; and
- is not more than ninety (90) days delinquent in any obligation to North Peace Savings and Credit Union.

In accordance with North Peace Savings and Credit Union's Rules and the Credit Union Incorporation Act, a member of North Peace Savings and Credit Union who is not an individual and:

- is incorporated may be represented and a vote cast by an individual who: is not a member of North Peace Savings and Credit Union; or
- is an unincorporated association may be represented and a vote cast by an individual who is a member of North Peace Savings and Credit Union.

In both cases, the incorporated or unincorporated member must provide written authorization to North Peace Savings and Credit Union indicating which individual will be voting on behalf of the incorporated or unincorporated member. Eligible members are entitled to cast one (1) ballot. **Junior members are not eligible to vote.**

VOTING PERIOD

The voting period will commence on May 8, 2023 and end on May 12, 2023. Votes must be cast during this stipulated voting period in order to be counted.

VOTING METHOD

In-Branch Electronic Voting

Voting will take place during the stipulated voting period in branch via electronic means in any of our three North Peace Savings and Credit Union branch locations during regular business hours, as follows:

| | | |
|-----------------------------|--|--------------------------------------|
| FORT ST JOHN BRANCH | Mon. May 8 – Thur. May 11 Fri. May 12 | 9:30am – 4:30pm 9:30am – 6:00pm |
| FORT NELSON BRANCH | Mon. May 8 – Thur. May 11 Fri. May 12 | 9:30am – 4:30pm 9:30am – 5:30pm |
| | <i>Closed for lunch from 12pm – 1pm</i> | |
| HUDSON'S HOPE BRANCH | Mon. May 8 – Thur. May 11 Fri. May 12 | 11:30am – 4:30pm 11:30am – 5:30pm |

Eligible members attending to the above branch locations during the stipulated voting period will be provided with unique voting credentials that will then be used to cast their vote at electronic voting stations set up in each branch.

Remote Electronic Voting

Eligible members that are unable to attend a branch for in-branch electronic voting are asked to contact the Member Advice Centre at 1-877-787-0361 prior to the stipulated voting period, and arrangements will be made to provide their unique voting credentials as well as access to a secure online portal through which electronic votes may be cast remotely. Votes may be cast through the secure online portal at any time between 9:30 am on May 8, 2023 and 6:00 pm on May 12, 2023.

VOTER CONFIDENTIALITY

The voting procedure is overseen by a scrutineer who is appointed by the board of directors of North Peace Savings and Credit Union who will receive a report with the vote result. All ballots are held confidential and not shared with any other party(s) other than the scrutineer. The results of the special resolution vote will be announced to members within seven (7) days of the close of the voting period via www.together-strong.ca, North Peace Savings and Interior Savings websites, and in-branch at all North Peace Savings locations.

MEMBER INFORMATION SESSIONS

North Peace Savings Board and Management will host a virtual member information session followed by an open house at each of our branch locations. All members are welcome to attend. This is an opportunity to learn more about the Proposed Merger and ask questions. The dates and time for these sessions will be as follows:

| LOCATION | DATE | TIME (PST) |
|----------------------|----------------|-----------------|
| Virtual - Online | April 27, 2023 | 7:00pm |
| Fort St John Branch | May 1, 2023 | 4:00pm - 7:00pm |
| Fort Nelson Branch | May 2, 2023 | 4:00pm - 7:00pm |
| Hudson's Hope Branch | May 3, 2023 | 4:00pm - 7:00pm |

REGISTRATION

For the virtual session, we ask that members register prior to April 26th. For our open house events, members may register in advance or simply drop in.

To register, please go to www.together-strong.ca or phone our Member Advice Centre at 1-877-787-0361.

QUESTIONS AND ADDITIONAL INFORMATION ABOUT THE PROPOSED MERGER

For more information about the Proposed Merger generally or if you have any additional questions, please go to www.together-strong.ca or email strongertogether@npsc.ca. Additional information can also be found in the Supplemental Information Package available at your local North Peace Savings branch or online at www.together-strong.ca.