

November 8, 2019

Members of the Livingston Homeowners Association
Livingston, Calgary, Alberta

Dear Members:

**RE: Notice of Annual General Meeting
7:00 P.M. on Tuesday, December 3, 2019
Beddington Theatre Arts Centre, 375 Bermuda Dr NW – Community Hall**

Enclosed please find the Notice of the Annual General Meeting (AGM) for the Association, Meeting Minutes of the AGM held on February 25, 2019, Report of the Board of Directors, Audited Financial Statements for the 2018-19 fiscal year, Information Circular, and a Proxy Form.

Please review the enclosed information and plan to attend the AGM or send your proxy form in as indicated. The AGM is being held on **Tuesday, December 3 2019**, at Beddington Theatre Arts Centre – Community Hall. **Registration and check-in for the meeting will be from 6:25 P.M. to 6:55 P.M. and the meeting will begin promptly at 7:00 P.M. Please assist your volunteer Board of Directors by attending the AGM or sending in your proxy form.**

If you are interested in being nominated for the Board of Directors, or have any questions about the enclosed, please contact Devin Findlay at 403-370-7846 or by e-mail at devin.findlay@brookfieldrp.com.

On behalf of your Board of Directors, we look forward to your participation.

Yours truly,

Livingston Homeowners Association

JASON PALACSKO President & Brookfield Director	BRENDAN MCCASHIN Secretary & Brookfield Director	LES GLEN Treasurer & Brookfield Director	ROSS CUNNINGHAM Resident Director	NISHI MALHOTRA Resident Director
TANZEELA NAJI Resident Director	JEREMY NG Resident Director	JOHNNY THANG Resident Director	EVA TRAN Resident Director	KRISTIE TRAIN Resident Director



Notice of 2019 Annual General Meeting & Information Circular

LIVINGSTON HOMEOWNERS ASSOCIATION NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

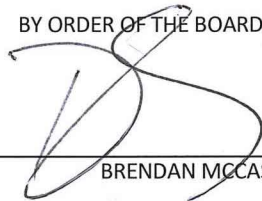
TAKE NOTICE, that the Annual Meeting of the Voting Members of the LIVINGSTON HOMEOWNERS ASSOCIATION (the "Company") will be held at **Beddington Theatre Arts Centre, 375 Bermuda Dr NW – Community Hall, Calgary, Alberta, on Tuesday, December 3, 2019 at 7:00 P.M. (MST)** for the following purposes:

- 1) To receive the Meeting Minutes of the AGM held on February 25th, 2019;
- 2) To receive the Report of the Directors of the Company;
- 3) To receive the Audited Financial Statements for the fiscal year ended March 31st, 2019;
- 4) To establish the number of Directors to hold office until the next Annual General Meeting, and elect such Directors;
- 5) To appoint Cremers & Elliott as Auditor for the fiscal year ending March 31st, 2020;
- 6) 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 Calgary, Alberta this 8th day of November, 2019

BY ORDER OF THE BOARD OF DIRECTORS



BRENDAN MCCASHIN, Secretary

TO ALL VOTING MEMBERS:

IF YOU ARE NOT ABLE TO BE PRESENT AT THE ABOVE MEETING, PLEASE DATE, SIGN AND RETURN THE ACCOMPANYING PROXY TO THE LIVINGSTON HUB:

163 Livingston Avenue N.E.
Calgary, Alberta
T4B 3P6
"Attention: Devin Findlay"

PROXIES ARE TO BE RECEIVED AT THE LIVINGSTON HUB NO LATER THAN 5:00 P.M. ON THURSDAY, NOVEMBER 28TH, 2019. ALL PROXIES MUST BE IN WRITING AND SIGNED BY THE VOTING MEMBER.



**LIVINGSTON HOMEOWNERS ASSOCIATION
2018 ANNUAL GENERAL MEETING OF MEMBERS
MEETING MINUTES**

Place: Vivo for Healthier Generations, 11950 Country Village Link NE – Idea Lab
Date: February 25, 2019
Time: 7:00 P.M.

1. Jason Palacsko acted as Chairperson of the meeting. The Annual General Meeting was called to Order at 7:10 p.m.
2. The Chairperson asked Brendan McCashin to act as Secretary of the meeting.
3. The Chairperson requested Les Glen to act as Scrutineer for the meeting, with the consent of the Voting Members. As there was no objection, the Chairperson appointed Les Glen as Scrutineer.
4. The Chairperson stated that all items to be approved by the Voting Members are by way of ordinary resolution, which requires at least 50% of the Voting Members present in person or by proxy, voting in favour. The chairman stated that votes are to be by show of voting cards, or by poll if demanded by 10% of the Voting Members.
5. The Chairperson asked for a motion dispensing with reading of the Notice calling the meeting. Brendan McCashin so moved. Les Glen seconded the motion. The Chairperson declared the motion carried.
6. The Chairperson asked the Secretary to provide proper proof of mailing the Notice of the Meeting to the Members. Brendan McCashin confirmed he had a Certificate signed by Ms. Amber Sessford, as well as a statement from Neopost Postage, proving proper mailing the Notice of the Meeting to the Members. Brendan McCashin also confirmed he had a Certificate signed by Ms. Karen Shopland, proving proper emailing of the Notice to Members who are entitled to vote at this Meeting.
7. The Chairperson then stated that pursuant to the Association's articles, the lesser of fifty (50) voting members or ten percent (10%) of the Voting Members either personally present or represented by proxy constitutes a quorum, and that at least fifty (50) Voting Members either present or represented by proxy would constitute a quorum. The Chairperson asked the Scrutineer for his report. The Scrutineer reported that there were **601** Voting Members either present at the meeting, or 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 Directors' Report for the fiscal year of April 1, 2017 through March 31, 2018, also appended to the Notice of Meeting and Information Circular. Ross Cunningham moved that the reading of the Director's Report be dispensed with. Les Glen seconded the motion. The Chairperson declared the motion carried.
10. The Chairperson then proposed to receive, as information, the Auditor's Report and Financial Statements of the Association for the year ended March 31st, 2018. Les Glen then reviewed the Financial Statements and the Board answered related questions.
11. The Chairperson indicated that the next item of business was the election of Directors. The Chairperson stated that a maximum of ten (10) Directors be elected and serve until the next Annual General Meeting of the Association. The Chairperson asked for a motion to this effect. Ankit Malhotra moved that ten (10) Directors be elected to serve until the next Annual General Meeting of the Association. Siju Sobo seconded the motion. The Chairperson declared the motion carried.
12. The Chairperson announced that Brookfield is entitled to appoint up to three directors and has appointed Jason Palacsko, to act as President; Les Glen to act as Treasurer; and Brendan McCashin to act as Secretary.

13. The Chairperson announced there are seven (7) vacant positions on the Board. The following members in good standing have indicated an interest in being nominated as Directors of the Association, to hold office until the next Annual General Meeting or until their successors are elected or appointed: Grace Adaghe, Jason Baines, Ross Cunningham, Wendy Gian, Diane Ho, Nishi Malhotra, Tanzeela Naji, Rebecca Nantel, Mihaela Sandor, Dustin Saran, Jewel Shibu, Parveen Sidhu, Siju Sobo, Eva Tran, Kristie Tran, and Andrew Wu.

The Chairperson then asked for a motion to nominate these individuals. Grace Adaghe moved to nominate the above persons as Directors of the Association, to hold office until the next Annual General Meeting or until their successors are elected or appointed. Annie Jacques seconded the motion. The Chairperson declared the motion carried.

14. The Chairperson asked if there were any further nominations. The following members in good standing indicated an interest in being nominated as Directors of the Association, to hold office until the next Annual General Meeting or until their successors are elected or appointed: Hamid Bari, Jeremy Ng, Jonny Thang.

The Chairperson then asked for a motion to nominate these individuals. Brendan McCashin moved to nominate the above persons as Directors of the Association, to hold office until the next Annual General Meeting or until their successors are elected or appointed. Les Glen seconded the motion. The Chairperson declared the motion carried.

15. The Chairperson then asked for a motion that nominations be closed. Ross Cunningham moved that the nominations for Directors be closed. Annie Jacques seconded the motion. The Chairperson declared the motion carried.

16. The Chairperson stated that as nineteen (19) persons have been nominated and seven (7) Resident Directors are required, an election is necessary. The Chairperson confirmed all voting members had a ballot (one per household), instructed voting members to mark in the nominees not listed on the ballots, instructed voting members to mark in favor of seven (7) Resident Directors, and to deliver the completed ballot to the Scrutineer, Les Glen.

17. The Scrutineer reported that Ross Cunningham, Nishi Malhotra, Tanzeela Naji, Jeremy Ng, Johnny Thang, Eva Tran, and Kristie Tran received the most votes to be elected and serve as Directors on the Livingston Homeowners Association Board until the next Annual General Meeting or until their successors are elected or appointed.

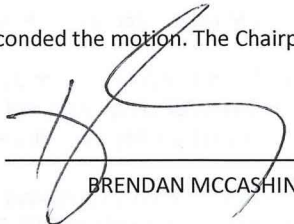
18. The Chairperson then stated that the next item on the Agenda was the appointment of the Auditor. The Chairperson asked for a motion that the Board of Directors appoint Cremers & Elliot Chartered Accounts as Auditor of the Association for the fiscal period ending March 31st, 2019, and that the Directors be authorized to fix remuneration. Brendan McCashin so moved. Grace Adaghe seconded the motion. The Chairperson declared the motion carried.

19. The Chairperson then asked for a motion to destroy the ballots from this year's Annual General Meeting immediately following the conclusion of the meeting. Jeremy Ng moved that the ballots be destroyed. Ross Cunningham 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 8:20 p.m., Mihaela Sandor moved that the meeting be terminated. Jeremy Ng seconded the motion. The Chairperson declared the motion carried, and the meeting adjourned.



BRENDAN MCCASHIN, Secretary



**Report of the Livingston Homeowners Association Board of Directors
April 1, 2018 – March 31, 2019**

What is the Livingston Homeowners Association (LHOA)?

The LHOA is a not-for-profit company, which is incorporated and professionally operated, managed, and maintained. The LHOA will be responsible for the operations and maintenance of community assets, such as: entry features, amenities, and The Hub (an exclusive lifestyle centre for Livingston residents) for the lasting enjoyment of its membership. In addition to supporting healthy living and enhanced quality of life, your HOA will create opportunities to meet your neighbours and develop connections.

Board of Directors

The Board of Directors currently consists of three representatives of Brookfield Residential. The Board recommends a maximum of ten Board members, made up of seven resident members from the community and three members from Brookfield. The Board will meet on a regular basis to: ensure policies are properly set; review the annual operating budget; be the voice of fellow residents for LHOA-related matters; provide input on The Hub, and; participate in community events. During Brookfield's term of management, the power of the Board is limited. The LHOA is currently recruiting for resident directors. For further information, please contact Devin Findlay at 403-370-7846 or by email at devin.findlay@brookfieldrp.com.

Community Facility & Events

Construction of The Hub began in the spring of 2019. This exclusive centre will be approximately 30,000 square feet, thoughtfully designed to provide residents with the best experience. Preliminary plans include: a banquet facility, community kitchen, meeting & multi-use rooms, gathering spaces, childcare/educational space, and café space. The six-acre outdoor park will be a place for residents to connect, play, and explore. Preliminary plans include: skating rinks, water spray park, playground, tennis courts, amphitheater, and gathering spaces. The Hub is tentatively scheduled open in 2020. Note: The Hub plans, amenities and timelines are subject to change.

In the 2018-19 fiscal year, the LHOA hosted five events – Easter crafts, Mother's Day celebration, Halloween, Diwali, Christmas – Santa at the Hub.

Website

The LHOA website – www.livingston-connect.com - provides up-to-date community, LHOA, and program / event information. The website also features a Home Business Directory, Classified Ads, and a 'Let's Chat' section to connect with your neighbours. Check it out!

Financial

The annual operating costs of the LHOA is the responsibility of the Members through the payment of annual fees, pursuant to a Rent Charge Encumbrance registered on each lot title in Livingston (the amount is subject to an annual adjustment for inflation and GST). The 2018-19 annual fees are \$0. HOA fees will be applicable to all homes in Livingston, once HOA amenities are available. Fees will be reviewed and established annually by the Board of Directors.

The LHOA will continue to run an annual deficit until the community is more established. Brookfield Residential has agreed to contribute funds to the Association, until the community is established with more homes. A copy of the 2018-19 Operating Budget is available for review online at www.livingston-connect.com.

The enclosed Audited Financial Statements are prepared up to March 31st, 2019.

Appointment of Auditor

The Board of Directors proposes to appoint Cremers & Elliott Auditor for the company for the 2019-20 Fiscal Year.

Board of Directors, Livingston Homeowners Association

Dated this 8th day of November, 2019

BY ORDER OF THE BOARD OF DIRECTORS

BRENDAN MCCASHIN, Secretary

**JASON
PALACSKO**
President &
Brookfield
Director

**BRENDAN
MCCASHIN**
Secretary &
Brookfield
Director

**LES
GLEN**
Treasurer &
Brookfield
Director

**ROSS
CUNNINGHAM**
Resident Director

**NISHI
MALHOTRA**
Resident Director



Livingston

HOMEOWNERS ASSOCIATION

**TANZEELA
NAJI**

Resident Director

**JEREMY
NG**

Resident Director

**JOHNNY
THANG**

Resident Director

**EVA
TRAN**

Resident Director

**KRISTIE
TRAIN**

Resident Director

LIVINGSTON HOMEOWNERS ASSOCIATION

Financial Statements

Year Ended March 31, 2019

LIVINGSTON HOMEOWNERS ASSOCIATION

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Year Ended March 31, 2019

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CREMERS & ELLIOTT

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Owners of Livingston Homeowners Association

Opinion

We have audited the financial statements of Livingston Homeowners Association (the Association), which comprise the statement of financial position as at March 31, 2019, and the statements of revenues and expenditures 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 March 31, 2019, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

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 those 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 Canadian accounting standards for not-for-profit organizations, 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 relating 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.

(continues)

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:

- 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.

Calgary, Alberta
July 30, 2019

Cremers & Co. Chartered Accountants LLP


LIVINGSTON HOMEOWNERS ASSOCIATION

Statement of Financial Position


March 31, 2019

	2019	2018
ASSETS		
CURRENT		
Cash	\$ 4,145	\$ 690
Accounts receivable	411	4,774
Prepaid expenses	1,049	-
	<u>\$ 5,605</u>	<u>\$ 5,464</u>
LIABILITIES AND NET ASSETS		
CURRENT		
Accounts payable	\$ 3,879	\$ 5,383
Goods and services tax payable	205	81
Deferred income	1,521	-
	<u>\$ 5,605</u>	<u>\$ 5,464</u>

ON BEHALF OF THE BOARD



Director



Director

LIVINGSTON HOMEOWNERS ASSOCIATION

Statement of Revenues and Expenditures

Year Ended March 31, 2019

	2019	2018
REVENUES		
Developer contributions (Note 2)	\$ 12,479	\$ 10,951
Special event revenue	381	-
	<u>12,860</u>	<u>10,951</u>
EXPENSES		
Administration	4,797	8,475
Special events	4,190	2,476
Professional fees	2,418	-
Advertising and promotion	1,010	-
Recreation supplies and equipment	445	-
	<u>12,860</u>	<u>10,951</u>
EXCESS OF REVENUES OVER EXPENSES	<u>\$ -</u>	<u>\$ -</u>

LIVINGSTON HOMEOWNERS ASSOCIATION

Statement of Cash Flows

Year Ended March 31, 2019

	<u>2019</u>	<u>2018</u>
FUND ACTIVITIES		
Excess of revenues over expenses	\$ -	\$ -
Changes in non-cash working capital:		
Accounts receivable	4,363	(4,774)
Accounts payable	(1,504)	5,383
Deferred income	1,521	-
Prepaid expenses	(1,049)	-
Goods and services tax payable	124	81
	<u>3,455</u>	<u>690</u>
INCREASE IN CASH FLOW	3,455	690
Cash - beginning of year	<u>690</u>	<u>-</u>
CASH - END OF YEAR	<u>\$ 4,145</u>	<u>\$ 690</u>

LIVINGSTON HOMEOWNERS ASSOCIATION

Notes to Financial Statements

Year Ended March 31, 2019

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Purpose

The Livingston Homeowners Association (the "Association") was incorporated as a not-for-profit corporation on June 21, 2016 under section 9 of the Companies Act of the Province of Alberta, R.S.A. 1980. As such, the Association is exempt from income tax under Section 149 of the Income Tax Act. The Association owns and operates amenities for the use of its members, the residents of Livingston. The operations of the Association are governed by the Livingston Management Agreement (the "Management Agreement") dated June 2016 between the Association and Brookfield Residential (Alberta) LP ("Brookfield Residential")

Basis of Accounting

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

Cash

Cash consists of balances with financial institutions.

Revenue Recognition

The Association uses the deferral method of accounting for contributions. Contributions of capital assets or 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 for the purchase of capital assets which are not subject to amortization, are recorded as a direct increase to net assets.

Membership and other 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, such as grants and donations not designated for a specific purpose, are recognized as revenue when received if the amount can be reasonably estimated and collection is reasonably assured.

Deferred membership fees arise from receipt of payments in advance of the period in which they will be earned.

Use of Estimates

In accordance with ASNPO, estimates and assumptions are made by management in the preparation of these financial statements. These estimates may impact the amounts included in the financial statements. The most significant estimate is related to accounts payable and accrued liabilities. Actual results could differ from these estimates.

Financial Instruments

The Association's financial instruments consist of cash, accounts receivable and accounts payable and accrued liabilities. All financial instruments are initially measured at fair value and subsequently measured at amortized cost.

Financial assets are tested for impairment when changes in circumstances indicate that the asset could be impaired. Transactions 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.

LIVINGSTON HOMEOWNERS ASSOCIATION

Notes to Financial Statements

Year Ended March 31, 2019

2. RELATED PARTY TRANSACTIONS

The Management Agreement grants Brookfield Residential control of the management of the Association and management of the Livingston amenities until the Effective date (defined below). Until such time, the powers of the Officers and Directors to manage the business affairs of the Association are temporarily restrained.

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

During the year, the Association received a restricted contribution from Brookfield Residential of \$12,479 (2018 - \$10,951) for expenditures made in the year.

Included in accounts receivable at year end are amounts outstanding from Brookfield Residential of \$411 (2018 - \$4,774).

3. FINANCIAL INSTRUMENTS

The Association is exposed to various risks through its financial instruments and has a risk management framework to monitor, evaluate and manage these risks. The following analysis provides information about the Association's risk exposure and concentration as of March 31, 2019.

Credit risk

Credit risk arises from the potential that a counter party will fail to perform its obligations. The Association is exposed to credit risk from customers. In order to reduce its credit risk, the Association reviews a new customer's credit history before extending credit and conducts regular reviews of its existing customers' credit performance. An allowance for doubtful accounts is established based upon factors surrounding the credit risk of specific accounts, historical trends and other information. The Association has a significant number of customers which minimizes concentration of credit risk.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

Liquidity risk includes the risk that the Association will not have sufficient funds to settle a transaction on the due date. Liquidity risk arises from the accounts payable and accrued liabilities and goods and services tax payable. This risk is mitigated due to the fact that the Association is supported by Brookfield as described in Note 2.



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 LIVINGSTON HOMEOWNERS ASSOCIATION (the "Company") for use at the Annual General Meeting (the "Meeting") of Members of the Company to be held at **Beddington Theatre Arts Centre, 375 Bermuda Dr NW, Calgary, Alberta, on Tuesday, December 3rd at 7:00 P.M. (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 Voting Member entitled to vote at the Meeting may, by means of a form of proxy in writing executed by the Voting 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 delivered to the Livingston Hub, no later than 48 hours (excluding Saturdays, Sundays, and Holidays) before the time of the Meeting, at:

c/o: Livingston Homeowners Association
163 Livingston Avenue N.E., CALGARY, ALBERTA, T4B 3P6
"Attention: Devin Findlay"

Proxies are to be received at the Livingston Hub no later than 5:00 p.m. on Thursday, November 28th, 2019.

A Voting Member may revoke a form of proxy previously given by delivering another proper form of proxy bearing a later date than the previously given form of proxy, or by delivering an instrument in writing executed by the Voting Member or by his attorney, authorized in writing, in either case, to the Livingston Hub at:

c/o: Livingston Homeowners Association
163 Livingston Avenue N.E., CALGARY, ALBERTA, T4B 3P6
"Attention: Devin Findlay"

Proxies are to be received at the Livingston Hub no later than 5:00 p.m. on Thursday, November 28th, 2019.

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 matters which 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 the 3rd day of November 2019, 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 Homeowners and Rental Project Owners. No Member is entitled to vote at the Meeting if at the close of business on the 3rd day of November 2019, any sum due or payable to the Company by such 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.

As at the close of business on the 3rd day of November 2019, the Company had 727 Members in good standing. In addition, there are 404 Brookfield votes in respect of lots registered in Brookfield's name.

THE TOTAL AMOUNT OF THE COMPANY'S MEMBERS IN GOOD STANDING AT THE CLOSE OF BUSINESS ON NOVEMBER 3RD, 2019, 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:

Jason Palacsko (Brookfield)
 Brendan McCashin (Brookfield)
 Les Glen (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:

Ross Cunningham	Johnny Thang
Nishi Malhotra	Eva Tran
Tanzeela Naji	Kristie Tran
Jeremy Ng	

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

Nominations will also be sought at the meeting for Directors from the Members. Individuals should be aware of the fiduciary responsibilities of Directors 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 Devin Findlay by phone at 403-370-7846 or e-mail at devin.findlay@brookfieldrp.com.

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. 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.

The following information is given with respect to the current Directors, and each nominee as a Director, including the length of time each has been a Director of the Company.

Ross Cunningham	Johnny Thang
Nishi Malhotra	Eva Tran
Tanzeela Naji	Kristie Tran
Jeremy Ng	

Name & Address	Period Served as Director of Company	Principal Occupation
Jason Palacsko Calgary, Alberta	2 years	Vice President, Calgary Communities Brookfield Residential
Brendan McCashin Calgary, Alberta	2 years	Senior Development Manager Brookfield Residential
Les Glen Calgary, Alberta	2 years	Director of Finance & Business Development Brookfield Residential
Ross Cunningham Calgary, Alberta	1 year	Retired - Air Traffic Operations
Nishi Malhotra Calgary, Alberta	1 year	Area Sales Manager
Tanzeela Naji Calgary, Alberta	1 year	ESL Instructor & Program Supervisor
Jeremy Ng Calgary, Alberta	1 year	Accountant
Johnny Thang Calgary, Alberta	1 year	Junior Project Manager Shaw
Eva Tran Calgary, Alberta	1 year	Tourism Marketing & Partnership Specialist CrossIron Mills
Kristie Tran Calgary, Alberta	1 year	Senior Consultant Ernst & Young

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, who is the operator of the Livingston Amenities. As operator of the Livingston Amenities, Brookfield approves the operating budget for their proper operation and if such operating budget is not fully funded by the income received from Members' dues, as approved by Brookfield, it is required to loan sufficient funds to the Company in order to meet such expenses.

APPOINTMENT OF AUDITOR

Management proposes the Board of Directors appoint Cremers & Elliott as Auditor for the Company for the 2019-20 fiscal year.

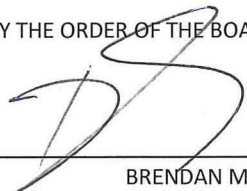
CERTIFICATE

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.

The management of the Company knows of no amendment, variation or other matters 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 matters in accordance with the best judgement of the person or persons voting such proxy.

DATED this 8th day of November 2019

BY THE ORDER OF THE BOARD OF DIRECTORS



BRENDAN MCCASHIN, Secretary

INSTRUCTIONS FOR PROXY FORMS

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 delivered, in person by the Voting Member giving the proxy, to the address indicated below, no later than 48 hours (excluding Saturday, Sundays and Holidays) before the time of the Meeting:

c/o: Livingston Homeowners Association
163 Livingston Avenue N.E., CALGARY, ALBERTA, T4B 3P6
"Attention: Devin Findlay"

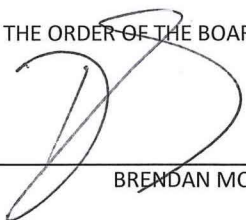
Proxies must be in writing, signed and delivered in person by the Voting Member giving the proxy, no later than 5:00 p.m. on Thursday, November 28, 2019 or they will be invalid.

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 Thursday, November 28, 2019.

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.

BY THE ORDER OF THE BOARD OF DIRECTORS



BRENDAN MCCASHIN, Secretary

**LIVINGSTON HOMEOWNERS ASSOCIATION
ANNUAL GENERAL MEETING OF VOTING MEMBERS
On the 3rd day of December, 2019, at 7:00 P.M. (Mountain Standard Time)
PROXY SOLICITED BY MANAGEMENT**

The undersigned member of the LIVINGSTON HOMEOWNERS ASSOCIATION (the "Company") hereby appoints **Jason Palacsko**, 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 Company until the next Annual General Meeting at ten (10) composed of seven (7) Resident Directors and three (3) Brookfield Residential appointees. Seven (7) Resident Directors are to be elected at this meeting.

2) **FOR** the election of the following resident(s) as Director(s): **Please vote in favour of a maximum of seven (7) nominees.**

<u>NAME</u>	<u>FOR</u>
ROSS CUNNINGHAM	_____
NISHI MALHOTRA	_____
TANZEELA NAJI	_____
JEREMY NG	_____
JOHNNY THANG	_____
EVA TRAN	_____
KRISTIE TRAN	_____
<i>Name of others putting name forward</i>	_____
<i>If no individual(s) are specified, my proxy may vote at his/her discretion.</i>	

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

That Cremers & Elliott be appointed as Auditor of the Association for the 2019-20 fiscal year.

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

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 _____, 2019.

Member's Name (please print)

Signature of Member

Voting Member's Livingston Address (required, please print)

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.

DELIVER PROXIES NO LATER THAN 5:00 P.M. ON THURSDAY, NOVEMBER 28, 2019 TO:

Livingston Homeowners Association
163 Livingston Avenue N.E.
Calgary, Alberta
T4B 3P6
"Attention: Devin Findlay"