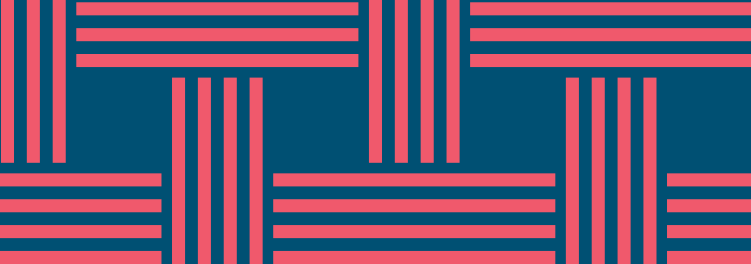


**Notice of
Annual General
Meeting
and
Directors Election
2024**



Notice of 2024 Annual General Meeting (Virtual AGM)

Tuesday, April 23, 2024
2 pm

Pre-registration for the AGM will be open from March 26 to April 16. Information will be posted to prospera.ca (click the 2024 AGM banner) in the coming weeks. Be sure to check back soon.

The virtual AGM can be accessed at prospera2024agm.com

2024 Directors Election

Prospera Credit Union (Prospera) is holding a directors election this spring. As a member, you play an important role in selecting the individuals who will form the Board of Directors (the board) and represent you as a Prospera member.

The election of directors is an important process that provides eligible members with the opportunity to influence the governance of Prospera. Essentially, you are electing representatives to guide and shape the strategic direction of Prospera and oversee its performance. The board works in partnership with management to oversee operations, monitor Prospera's progress toward the execution of our vision, mission and strategic plan, and ensure Prospera's sustainability and continued organizational health.

This year, Prospera has four candidates standing for election for three available director positions, which are for a three-year term. Of these four candidates, the three with the highest number of votes will be elected to the board.

We encourage you to have a say in who will represent you as your board by taking the time to read about the candidates and cast your vote.

NOTE: This booklet can be downloaded and saved for future reference.



The four candidates standing for election are:

- **Jill Donaldson***
(incumbent – recommended)
- **Lawrie Ferguson***
(recommended)
- **Colin MacKinnon***
(incumbent – recommended)
- **Mark Roth**

* *Recommended by the Governance and Nominations Committee, as these candidates possess the skills and experience sought by the board.*

Term expiry:

Gina Arsens, Board Chair★	2026
Rod Thomson, Vice Chair	2026
Ingrid Leong★	2026
Art Van Pelt★	2025
Catherine Roome	2025
Dan Parmar★	2025
Jill Donaldson	2024
Colin MacKinnon	2024
Stacey Crawford★	2024

★ *Member of the Governance and Nominations Committee*

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VOTER ELIGIBILITY

To be eligible to vote in the 2024 Directors Election, a member must be 19 years or older and be a member in good standing.

Member in good standing means a member who, on or before November 15, 2023, holds a minimum of five membership shares.

Eligible members are entitled to cast **one** ballot in the 2024 Directors Election by using one of the voting methods listed below. If a member casts more than one ballot in their individual or representative capacity, all ballots cast by this member will be void.

VOTING METHODS

All eligible voting members will receive (or have received) a notice in the mail (together with a mail-in ballot) that includes their unique ballot # and password to securely vote in the directors election.

Please retain a copy of your ballot # and password as you will need it to vote online or in branch. If you have lost or misplaced your ballot # or password, please contact membervote@prospera.ca.

You may select up to three candidates for your ballot to be valid. If you chose more than three candidates, your ballot will be void.

There are three methods to cast your vote.

Please vote using one method only.

1. Mail-in ballot

Eligible members may vote by completing the mail-in ballot provided with the notice. Once you have marked your ballot by placing an X beside your selections, place the ballot into the supplied return envelope (no postage is required) and seal the envelope. Mail the envelope and ensure it is received by the returning officer c/o Avenue 4 by 5 pm on April 15, 2024 (please allow four business days for mailing as per Canada Post).

All businesses, corporations, partnerships and other entities can vote through their authorized representative. To designate an authorized representative, entities must complete the **Designation of Authorized Representative form**. Entities voting by mail must complete the designation portion on their mail-in ballot (located on the reverse side of the ballot).

2. Voting online

Online voting will open on April 3 at 9 am and close on April 15 at 5 pm.

Eligible voting members may vote securely online, by visiting prospera.ca and clicking on the 2024 Directors Election banner) or on prosperavote.ca.

Entities voting online will be required to enter their ballot # and password, then will be prompted to download and complete the designation prior to submitting their vote. Once the designation has been completed and signed (electronic signatures are valid) by the signing authorities of the company, partnership or other entity on file with Prospera, the designation must be emailed to membervote@prospera.ca. If the entity does not complete and return a copy of the designation to membervote@prospera.ca prior to the voting deadline of 5 pm on April 15, the vote of the entity will be disallowed.

The designation form can be completed ahead of casting your vote by downloading the designation form at prosperavote.ca, completing, signing and returning it by email to membervote@prospera.ca.

3. Voting in branch

In-branch voting will open on April 3 at 9:30 am and close on April 15 at 5 pm.

Ballots for in-branch voting will be electronic and made available through a secure portal to be accessed by eligible voting members in the branch. **Members must bring their ballot (the portion that includes their unique ballot # and password) along with a piece of government issued picture ID** and show it to a Prospera employee in the branch, for assistance with online in-branch voting.

VOTING PERIOD

Voting in the 2024 Directors Election commences at 9 am on April 3 and ends at 5 pm on April 15. All mail-in ballots must be received by the Returning Officer c/o Avenue 4 (our third-party administrator) by 5 pm on April 15. Voting can be completed electronically via prospera.ca or prosperavote.ca until 5 pm on April 15. Mail-in ballots received prior to commencement of voting (9 am on April 3) will be deemed effective and dated as at 9 am on April 3.

VOTER CONFIDENTIALITY

An independent returning officer is appointed by the board to oversee the ballot counting process. The online and mail-in ballots are designed to ensure the secrecy of your vote. Mail-in and online ballots are sent directly to the returning officer in care of Avenue 4 for authentication. Once authenticated, mail-in ballots are processed through a secure site and cross-referenced with the online votes to eliminate any duplicate votes. After all ballots are processed, the results are tabulated and provided to the returning officer.

VOTING RESULTS

The results of the election will be announced at our virtual AGM on Tuesday, April 23 and subsequently posted on prospera.ca.

The elected candidates will assume their roles at the close of the 2024 AGM.

As Prospera focuses on the achievement of our ending purpose and strategy, we practice effective corporate governance. Integral to this is having the right people on Prospera's board. This means putting together a group of individuals who have the appropriate combination of technical and business competencies, expertise and diversity to support Prospera's strategic priorities and contribute as a high-performing, effective team.

NOMINATIONS PROCESS

The role of the Governance and Nominations Committee

The Governance and Nominations Committee (the committee) is charged with the overall responsibility for the nomination and election process for the board. The committee is appointed each year by the board and consists of four members. Directors whose terms of office are expiring at the close of the next AGM and who are eligible for re-election are restricted from serving on the committee. The directors that form this year's committee are Stacey Crawford (Committee Chair), Ingrid Leong, Dan Parmar, Art Van Pelt and Gina Arsens (ex-Officio).

The 2024 ideal candidate criteria

Each year, the committee reviews the technical and business competencies, expertise and diversity of the current directors and identifies areas that would further strengthen the board. The requisite skills and experience will change over time as Prospera evolves to face changes in the economic landscape and its operating environment, and as board composition changes.

This year, the committee completed its analysis and identified the optimal mix of skills and expertise that would complement and strengthen the current board. Based on the outcome of this analysis, the ideal candidate should possess strong expertise and/or demonstrate substantial experience in one or more of the following:

- Information technology and security
- Financial accounting and audit
- Member experience and operations
- Marketing and branding

In addition, directors should possess appropriate behavioural competencies and personal attributes. These include integrity and high ethical standards, a strong strategic perspective, an ability and willingness to question conventional assumptions, a strong and purpose-driven collaborator with a deep commitment to the success of the organization and their role as a member of the Prospera board.

The 2024 directors nominations process

In October 2023, the committee made the formal call for director nominations through various communications to our members. The call advised members that three director positions (two of which are incumbent directors eligible for re-election) would become available in 2024. All three positions are for a three-year term commencing at the close of the 2024 Annual General Meeting (AGM).

The committee managed the nomination and evaluation process of prospective candidates, which included a methodology to preserve transparency and the equitable treatment of all prospective candidates throughout the process. The nominations package included information regarding the nominating process and the qualifications and expectations of directors. The nomination information and the call also outlined the ideal candidate criteria the committee is seeking in prospective candidates. The nominations period closed on November 15, 2023.

Following the close of the nominations period, the committee reviewed all nomination submissions received for completeness, eligibility and to identify those who best fit the ideal candidate criteria with respect to the skills and experience outlined in the call. As part of the overall evaluation process, the committee reviewed their skills and qualifications and how they would best complement the current board. Based on these assessments, the committee identified five prospective candidates to move forward to the interview stage. At the conclusion of the interview process and further assessment, the committee selected three candidates for recommendation to the members. At the close of the nomination and evaluation process, four candidates chose to stand for election to the board as follows: Jill Donaldson (incumbent – recommended), Lawrie Ferguson (recommended), Colin MacKinnon (incumbent – recommended) and Mark Roth. Candidates standing for election to the board are profiled in this booklet.

As you read each candidate summary and consider your vote, it is important to remember that the election is a democratic process, and as a member, you are entitled to vote for the candidate of your choosing. The recommendations made, and the processes undertaken by the committee are in accordance with sound governance practices and the rules of Prospera and are shared to assist you in making an informed decision.



Recommended Candidates

FOR THE BOARD OF DIRECTORS



JILL DONALDSON (INCUMBENT)

Jill is a principal at IWJ Law based in Vancouver and corporate director. As a senior corporate and securities lawyer, Jill has extensive experience in the financial services sector with expertise in mergers

and acquisitions, compliance and risk management and stakeholder engagement. As corporate director, Jill brings significant governance and transactional experience as well as risk management experience, a strategic mindset and financial acumen. Jill holds an ICD.D designation from the Institute of Corporate Directors and GCB.D, an ESG designation, from Competent Boards. Jill is a director and Chair of the Governance Committee, and Chair of the Health, Safety and Sustainability Committee, of Fireweed Metals Corp. Jill was recently appointed Lead Director of Bluestone Resources Inc. Jill is also active in the community as a director of Canuck Place Children's Hospice and as a member of the facilities committee of York House School. Jill was born and raised in Kamloops and holds a law degree and commerce degree from the University of British Columbia.



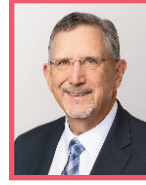
LAWRIE FERGUSON

Lawrie Ferguson is a seasoned business professional who had a 25+ year career in the co-operative financial services industry, including over a decade as the Chief Marketing Officer, at Coast Capital Savings.

Lawrie is experienced working with business professionals from different specialties including legal, finance, human resources, technology, and risk. Lawrie has deep expertise in the areas of strategic planning, marketing, communications, branding, public relations, product development, and community philanthropy. She also believes in the power of giving back and is the current Chair of the YWCA of Metro Vancouver and a volunteer mentor at Rise Asset Development.

Lawrie left the corporate world to help create more social good on a full-time basis. She founded Collective Good and manages the relationship between the social ventures and the Collective professionals in the network. Lawrie also provides hands on help on many projects completing much of the work herself. Lawrie is a committed volunteer in the non-profit community; she previously served as a Director of the Surrey Hospitals Foundation and the Boys and Girls Club of South Coast BC and was a member of the Loan Review Committee for Rise Asset Development.

Lawrie holds a Bachelor of Commerce from the University of British Columbia and an ICD.D designation from the Institute of Corporate Directors.



COLIN MACKINNON (INCUMBENT)

Colin was first elected as a director of the credit union in 2018 and has chaired the Nominations Committee and Risk, Investment and Loan Committee in addition to serving as a member of the Audit and Conduct

Review Committee, Joint Merger Integration Committee, Joint Merger Communication Committee, People Experience Committee and Business Transformation Committee. He is a chartered professional accountant (FCPA, FCA) and holds the ICD.D designation from the Institute of Corporate Directors. In addition, he holds a Bachelor of Science (Chemistry) and Master of Business Administration from the University of British Columbia.

Colin has more than 40 years of experience in senior executive management roles, with a focus on corporate finance, strategic planning, and risk management. From 1996 until his retirement in 2013, he was with the British Columbia Automobile Association in several senior roles, including senior vice president and chief financial officer, senior vice president and chief risk officer and corporate secretary. He is very active in the community serving on a number of not-for-profit boards of directors, including Special Olympics and the Prospera Foundation.



Jill Donaldson

INCUMBENT

Recommended Candidate

Corporate director with significant governance and transactional boardroom experience bringing a strategic mindset, financial acumen and risk management experience. Experience as Chair of Board Committees, including governance, sustainability, business transformation and special committees with respect to strategic alternatives. ICD.D designation from the Institute of Corporate Directors and ESG designation from Competent Boards. Extensive M&A, capital markets, corporate governance and compliance experience as a senior corporate/securities lawyer. Active in the community as a director at Canuck Place Children’s Hospice.

PROFESSIONAL EXPERIENCE

IWJ Law2000 to present
Principal

Blake, Cassels & Graydon LLP 1996 to 2000
Counsel

EDUCATION

ESG Designation Program 2023
Competent Boards

ICD.D Designation 2019
Institute of Corporate Directors

Juris Doctor 1996
University of British Columbia Law School

Bachelor of Commerce (Honours) 1993
University of British Columbia

BOARD EXPERIENCE AND COMMUNITY SERVICES

Bluestone Resources Inc. 2024 to present
Lead Director

Fireweed Metals Corp 2022 to present
Director, Board of Directors
Chair, Governance Committee

Prospera Credit Union 2021 to present
Director, Board of Directors
Chair, Business Transformation Committee
Member, Audit and Conduct Review Committee
Member, People Experience Committee

Canuck Place Children’s Hospice 2021 to present
Director, Board of Directors
Member, Governance Committee and Member, Finance and Audit Committee

York House School Society 2021 to present
External Member, Risk Management Committee of the Board

Great Bear Royalties Corp 2021 to 2022
Director, Board of Directors
Chair, Special Committee (acquisition by Royal Gold in 2022)
Chair, Compensation, Nominating and Governance Committee

Canuck Place Children’s Hospice 2016 to 2021
Co-Chair 2020/2021 and 2019/2020, Gift of Time Gala, Committee Member

Working Opportunity Fund Ltd. 2007 to 2021
Corporate Secretary to reporting issuer, investment fund

RBC Race for the Kids, BC Children’s Hospital Foundation 2004 to 2011
Committee Member

CANDIDATE STATEMENT

Born and raised in Kamloops undoubtedly shaped my beliefs to be based on family and community. This is prevalent in my daily life, driving the choice of entities I choose to be part of professionally and through my community engagement. Entities like Prospera – a values-based, purpose driven organization that strives to provide more than just financial services to its members. At Prospera, I currently serve as Chair of the Business Transformation Committee and am on the People Experience, and Audit and Conduct Review Committees.

Being on the Board of Prospera since 2021 has been an enriching and meaningful experience for me and motivated me to continue my journey to becoming a corporate director full time. This allows me the time necessary to serve the members of Prospera. Serving on the Prospera board and other corporate boards, combined with being a business lawyer for over 20 years, equips me with extensive experience in the areas identified as an ideal candidate.

I bring significant governance and transactional board experience, risk management experience, financial acumen and a strategic mindset and hold the ICD.D designation and GCG.D, an ESG director designation. The sum of these reasons drives me to stand for re-election as a director and why I believe I am a strong candidate.



Lawrie Ferguson

Recommended Candidate

A results-driven senior marketing executive, entrepreneur, and board director. Proven track record of executing and delivering solid operating and financial results in a complex governance and stakeholder environment. Expertise in marketing and brand building, communications, public relations, strategic planning, mergers and acquisitions, annual operating plan delivery, community philanthropy, corporate social responsibility, and employee and customer engagement. Over 12 years of Board Director experience and a strong understanding of board governance.

PROFESSIONAL EXPERIENCE

Collective Good Business Services Inc.2020 to present
Founder

Coast Capital Savings
Chief Marketing Officer2009 to 2019
Senior Vice President, Marketing2003 to 2009

Surrey Credit Union and Surrey Metro Savings1990 to 2003
Progressive Marketing Roles

Westburne Electric Supply1988 to 1990
Marketing Assistant

EDUCATION

ICD.D Designation2019
Institute of Corporate Directors

Bachelor of Commerce1987
University of British Columbia

BOARD EXPERIENCE AND COMMUNITY SERVICES

YWCA Metro Vancouver2020 to present
Chair, Board of Directors
Member, Human Resources Committee
Member, Strategy Advanced Planning Group

Rise Asset Development2019 to present
Small Business Mentor
Member, Loan Review Committee Member (2019 to 2023)

Boys & Girls Club of South Coast BC Agency Board2012 to 2020
Member, Board of Directors

Surrey Hospitals Foundation2017 to 2019
Member, Board of Directors

Coast Capital Savings2009 to 2019
Executive Liaison, Board of Directors

CANDIDATE STATEMENT

I have been a passionate fan and advocate for credit unions my entire career, as their purpose has always been relevant and compelling to me. Prospera’s mandate ‘to exist to serve our members’ and local focus is strong and inspiring. I am standing for election so I can help Prospera advance its mission and the critical role it plays in helping members and local communities.

I bring a strong combination of experience, skills, personal attributes, and passion to be an effective director. Over 30 years of credit union experience, having worked with Coast Capital Savings and consulting with others. I have 12 years’ experience as a Board Director on three different boards, am currently the Chair of the YWCA Metro Vancouver, and have my ICD.D designation. I have skills in a variety of areas, including strategic planning, technology implementations, mergers, branding and marketing, member experience, and communications. My own personal values of trust, teamwork, empowerment, curiosity, and fun align well with Prospera’s.

I am passionate about Prospera’s purpose and its important role with employees, members, and local communities. I have the time and energy required to be a productive and contributing Board Director to help Prospera thrive.



Colin MacKinnon

INCUMBENT

Recommended Candidate

Versatile, results and team-oriented leader with extensive board of director, senior management, strategic planning, risk management, corporate governance and finance experience.

PROFESSIONAL EXPERIENCE

British Columbia Automobile Association 1996 to 2013
Senior Vice President and Chief Risk Officer *Retired
Senior Vice President and Chief Financial Officer
Corporate Secretary / Chief Privacy Officer
Committee Member, Board Finance Committee

Texcan Cables Group of Companies 1991 to 1996
Chief Financial Officer

Seagate Guildford Projects Ltd. 1990 to 1992
Managing Director

Surrey Credit Union 1985 to 1990
Vice President, Finance and Administration

Price Waterhouse 1975 to 1985
Chartered Accountant

CANDIDATE STATEMENT

I am honoured to serve as a director of Prospera Credit Union and to draw on my business, board and volunteer experience in serving Prospera's membership. My 40+ year career in business includes executive management roles in financial service organizations with a focus on strategic planning and all aspects of corporate financial management. I am a Fellow of the Institute of Chartered Professional Accountants of BC (FCPA, FCA) and a member of the Institute of Corporate Directors (ICD.D). I earned an MBA and BSc from the University of British Columbia.

I believe my skills in strategic planning, finance, risk management and financial analysis enable me to offer a unique and valuable perspective to the Prospera board. In addition, I bring a positive team-based attitude, a commitment to good governance and a strong work ethic.

My wife and I are strong supporters of the credit union system and have been credit union members most of our lives. I look forward to the opportunity to continue to serve as a director of Prospera and will work hard to ensure its continued success for the benefit of its members, employees and the communities it serves.

EDUCATION

ICD.D Designation 2012
Institute of Corporate Directors

Leadership Best Practices 2008
Harvard School of Business

Chartered Accountant 1977
Institute of Accountants of British Columbia

Master of Business Administration 1975
University of British Columbia

Bachelor of Science 1973
University of British Columbia

BOARD EXPERIENCE AND COMMUNITY SERVICES

Prospera Credit Union 2020 to present
Director, Board of Directors
Chair, Risk, Investment and Loan Committee
Member, Audit and Conduct Review Committee
Member, Prospera Foundation

Stabilization Central Credit Union of BC 2021 to 2023
Member, Board of Directors
Chair, Audit and Risk Committee
Member, Investment and Loan Committee
Member, Master Bond
Member, Stabilization Advisory Committee

Westminster Savings Credit Union 2018 to 2019
Member, Board of Directors

Pennask Lake Fish and Game Club 2018 to present
Member, Board of Directors

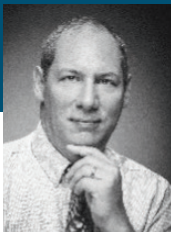
Special Olympics British Columbia
Member, Finance and Audit Committee 2020 to present
Member, Board of Directors 1986 to 2020
Chair 2006 to 2013
Vice Chair 2003 to 2006
Treasurer 2000 to 2003

The Exchange Network 1987 to 1990
Member, Board of Directors

Lower Fraser Valley Cerebral Palsy Association .. 1986 to 1988
Member, Board of Directors
Treasurer

BCAA Road Safety Foundation
Corporate Secretary 2008 to 2012
Treasurer 1999 to 2012
Chair, Foundation Golf Classic 1999 to 2012

Special Olympics BC Golf Classic
Organizing Committee 2003 to present
Organizing Committee Chair and Treasurer 1982 to 2002



Mark Roth

PROFESSIONAL EXPERIENCE

Simpco Resources LLP 2022 to present
Chief Financial Officer

Brightsun International 2020 to 2022
Chief Executive Officer

Canngroup Development Corp. 2017 to 2020
Chief Financial Officer and Director

Bayshore Petroleum Corp 2013 to 2018
President, Chief Financial Officer and Director

China Coal Corporation and Golden Hill International Holdings Limited 2009 to 2013
Chief Financial Officer and Director

Stealth Ventures Ltd.
Director 2009 to 2010
Chief Financial Officer and Director 2005 to 2009

RBC Royal Bank
Business Centre Manager, Business Markets Division 2003 to 2005
Senior Account Manager, Oil and Gas Markets Division 1997 to 2003

Corporate Banking, Canadian Imperial Bank of Commerce 1994 to 1997
Commercial Account Manager, Mid-Market Commercial Clients

Ontario Energy Board 1992 to 1994
Financial Analyst

EDUCATION

ICD.D Designation 2021
Beedie School of Business

Masters of Business Administration
Queen's University

Bachelor of Arts (Economics)
University of Alberta

BOARD EXPERIENCE AND COMMUNITY SERVICES

Brightsun International 2013 to present
Director

Canngroup Development Corp. 2017 to 2019
Director

Bayshore Petroleum Corp. (Public) 2014 to 2018
Director

Stealth Ventures Ltd. (Public) 2005 to 2010
Director

China Coal Corporation (Public) 2009 to 2013
Director

Golden Hill International Holdings Limited (Hong Kong) 2009 to 2013
Director

Union Securities Ltd. 2007 to 2011
Director

Ge Equipment Leasing Canada Company (Public) 2006 to 2010
Director

Xinjiang Huamei Mining Co., Ltd. (Prc) 2009 to 2013
Director

CANDIDATE STATEMENT

The Board of Directors carries the responsibility for success or failure of a company/organization. It reviews the operational and financial results of past transactions, yes, but this is only to ascertain its true position, relative to its capability, competitors, and environment. The Board's true mission is to look forward and try to forecast and understand the future, and then to arrange resources to be deployed in the most advantageous way possible. This does not just extend to financial results, to profit, although this is perhaps the most important because it allows a continuation of activity. Success is measured by the satisfaction and pride of directors, executives, managers, employees, customers, suppliers, and others.

My interest in being a director originates from two things. First, my interest in the primacy of fact. The starting point of any endeavor must be fact. The second is the creation of a positive record and legacy. This can only be achieved with teams who have high integrity, honesty, morality, diversity, education, and a wide range of experience and expertise with which to solve the complicated problems that face every group, organization, and company. Only with great teams can we achieve great success.



Voting deadline

All mail-in ballots must be received by the returning officer c/o Avenue 4 no later than 5 pm on April 15, 2024.

Voting can be completed online at prospera.ca or prosperavote.ca until 5 pm on April 15, 2024.

For assistance, please email membervote@prospera.ca