



## Notice of Annual Meeting of Policyholders of Sandbox Mutual Insurance Company

Notice is hereby given that the Annual Meeting of Policyholders of Sandbox Mutual Insurance Company held on Thursday, June 1<sup>st</sup>, 2023, at the Saskatoon Club, located at 417 21<sup>st</sup> Street East, Saskatoon, Saskatchewan at 11:00 a.m. C.S.T. for the following purposes:

1. To receive the financial statements of the Company for the year ended December 31, 2022 and the reports of the auditors and actuary thereon;
2. To receive the report of the Directors for the year ended December 31, 2022;
3. To appoint the auditors for 2023;
4. To elect Directors; and
5. To transact other business as may properly be brought before the meeting.

By order of the Board of Directors,

Shelley Willick  
Corporate Secretary  
May 4, 2023

*The annual statement of the company is available on the Company's website at [sandbox.ca/agm-annual-reports](https://sandbox.ca/agm-annual-reports). A policyholder may obtain a printed copy of the annual statement in advance of the meeting by sending a written request to the Corporate Secretary.*

*The record date for Policyholders entitled to vote at the annual meeting is May 31, 2023. This means that if you are a policyholder of the Company as of May 31, 2023, you are entitled to notice of the meeting and to vote at the annual meeting. You will have one vote, regardless of the number of policies you have with the Company.*





## Business of the Meeting

### Financial Statements

The *Insurance Companies Act* requires that the annual statement shall be presented at the Annual Meeting of Policyholders. The Company's Annual Report, including audited financial statements for the year ended December 31, 2022, reports of the auditors and actuary and other required information is made available to Policyholders in accordance with The *Insurance Companies Act*.

The annual statement of the company is available on the Company's website at [sandbox.ca/agm-annual-reports](https://sandbox.ca/agm-annual-reports). A policyholder may obtain a printed copy of the annual statement in advance of the meeting by sending a written request to the Corporate Secretary of the Company.

### Appointment of Auditors

On the advice of the Audit & Finance Committee, the Board of Directors recommends voting in favour of the re-appointment of the firm of KPMG LLP, Chartered Professional Accountants as auditors of the Company for the financial year commencing January 1, 2023 and ending December 31, 2023 and to hold office until the next Annual Meeting of Policyholders.

### Directors' Attendance

As required by the *Insurance Companies Act*, a statement of the attendance of the Directors of the Company at Directors' and Committee meetings is enclosed herewith.

### Election of Directors

The Company's by-laws provide that the Board of Directors shall consist of between nine and twelve directors and the Board of Directors shall fix the number of directors prior to the annual general meeting.

The Directors whose three-year terms of office expire are: Briana Brownell, Catherine Gryba and Erin Smith. All three are eligible for re-election.

A candidate for nomination for election to a position on the Board of Directors must meet eligibility requirements of the *Insurance Companies Act* and at least one half of the directors of the Company must be, at the time of each director's election or appointment, policyholders of the Company, or individuals who hold a significant ownership interest in an entity which is a policyholder.

The Board of Directors, through the HR & Governance Committee, is responsible for assessing a potential candidate's suitability and integrity to perform properly the duties of a director before that person may stand for election to the Board of Directors.





The Board of Directors, through the HR & Governance Committee has determined that the persons nominated for election meets the eligibility requirements under the *Insurance Companies Act* and the Company's by-laws. As such, the Board of Directors has approved the following nominations:

**Nominees****Briana Brownell**

*Briana is the founder and CEO of Pure Strategy, Inc. She has a Master of Arts in Economics from Carleton University and a Bachelor of Science in Mathematics from the University of Saskatchewan.*

*Briana has served on the boards for the Saskatoon Opera and the Marketing Research and Intelligence Association, and she holds the Innovation Governance Program (iGP) Level 2 designation. She is an active member of the leadership community and is currently involved with the Standards Council of Canada, CIO Strategy Council, Canadian Research Insights Council and is an Ambassador for the Center for Open Science. Briana was named as VentureBeat's AI Entrepreneur of the Year in 2021, one of Authority Magazine's Top Women Leaders in AI, was a finalist for the YWCA Women of Distinction Award in Research and Technology and was featured as one of Innovation Saskatchewan's Entrepreneurship Success Stories.*

*Briana Brownell was elected to the Sandbox Board of Directors on June 25, 2020, and has served on the Compliance & Risk, HR & Governance and Adhoc Cybersecurity Committees.*

**Catherine Gryba**

*Catherine owns CRG Strategies, a management consulting business specializing in strategy, communications, and executive/Board relations. She currently is a board member with the Golden Opportunities Fund, the Saskatchewan Cancer Agency, the Saskatoon Club, Huskie Athletics, the Canada Games Foundation, and Co-Chair of the Institute of Corporate Directors, Saskatchewan Chapter. She previously served on the boards of Saskatchewan Blue Cross, United Way of Saskatoon, Shakespeare on the Saskatchewan and the Nutrien Wonderhub. In addition to extensive professional development training, Catherine holds a Bachelor of Science, Physical Education degree, majoring in Commerce, from the University of Saskatchewan. Catherine retired in 2017 from the City of Saskatoon after holding several positions, her most recent being General Manager, Corporate Performance Department.*

*Catherine Gryba was elected to the Sandbox Board of Directors May 17, 2018, and has served on the Audit & Finance, Compliance & Risk and HR & Governance Committees. Catherine assumed the role of Board Chair on June 25, 2020.*



**Nominees (continued)****Erin Smith**

*Erin is the Chief Operating Officer of The Targeted Strategies Group (TTSG), which creates and implements innovative, proprietary life insurance solutions for successful families and entrepreneurs that optimize intergenerational wealth and legacy. Prior to joining TTSG, Erin was a corporate commercial lawyer with one of Western Canada's most prominent law firms. She has a JD / MBA from Queen's University and a Bachelor of Arts (First Class Honours) from McGill University.*

*Erin has completed the Governance Essentials Program through the Institute of Corporate Directors and Rotman School of Management. She has served as a volunteer on the board for Saskatoon Crisis Intervention Service and Maria Montessori Preschool and Elementary.*

*Erin Smith was elected to the Sandbox Board of Directors on June 25, 2020, and has served on the Audit & Finance, Compliance & Risk and HR & Governance Committees.*

Nominee	Term
Briana Brownell	3-year term
Catherine Gryba	3-year term
Erin Smith	3-year term

**Proxies**

Policyholders have the right to appoint a proxy to represent them at the annual meeting. A proxy form accompanies this notice. Proxies must be received at the Company's Head Office by 12:00 p.m., May 26, 2023, in order to be valid for the annual meeting.





STATEMENT OF DIRECTORS ATTENDANCE  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022

Director	Board Meetings Attended	Committee Meetings Attended	Committee Membership
Arnie Arnott <sup>1</sup>	3 of 3	4 of 4	a, b
Briana Brownell	6 of 6	10 of 10	b, c, d
Catherine Gryba	6 of 6	5 of 5	c
Brian Heagy <sup>2</sup>	3 of 3	4 of 4	a, b
Alan Migneault	6 of 6	8 of 8	a, b
Susan Milburn	6 of 6	10 of 10	a, c, d
Troy Milnthorp	6 of 6	10 of 10	a, c, d
Palash Sanyal <sup>3</sup>	3 of 3	4 of 4	a, b
Erin Smith	6 of 6	9 of 9	b, c
Barry Walter	6 of 6	8 of 8	a, b
Shelley Willick <sup>4</sup>	6 of 6	NA	NA

**COMMITTEE MEMBERSHIP & MEETINGS HELD  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022**

Committee	Number of Meetings	Membership
Audit & Finance	4	a
Compliance & Risk	4	b
HR & Governance	5	c
Adhoc Cyber <sup>5</sup>	1	d

*Board meetings include any special meetings and strategic planning sessions*

<sup>1</sup> Arnie Arnott ceased to be a director as of June 2, 2022

<sup>2</sup> Brian Heagy ceased to be a director as of June 2, 2022

<sup>3</sup> Palash Sanyal became a director on June 2, 2022

<sup>4</sup> Shelley Willick, President and CEO, is not a member of any Committee

<sup>5</sup> The Adhoc Cyber Committee was concluded on February 25, 2022



**Sandbox Mutual Insurance Company**

250 Willis Crescent  
Saskatoon, SK S7T 0V2

**PROXY**

I, the undersigned policyholder of **SANDBOX MUTUAL INSURANCE COMPANY** (the Company), hereby appoint Catherine Gryba, Chair of the Board, or failing her Shelley Willick, President & CEO, or instead of either of them,

\_\_\_\_\_ as my proxy, with power of

substitution, to attend, act and vote on my behalf at the annual meeting of the Company, or any adjournment thereof, to be held June 1<sup>st</sup>, 2023.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

\_\_\_\_\_  
**Policy Number**

\_\_\_\_\_  
**Signature of Policyholder**

**Name of Policyholder:** \_\_\_\_\_

*(Please Print)*

**Address:** \_\_\_\_\_  
\_\_\_\_\_

**PROXYHOLDER**

**A policyholder may appoint a proxyholder other than the persons named above, to attend, act and vote on the policyholder's behalf at a meeting to which this proxy applies**, by inserting such other person's name in the blank space provided for that purpose or by completing another form of proxy. Proxies must be received at the Company's Head Office by 12:00 p.m., May 26, 2023, in order to be valid for the annual meeting.

**DIRECTORS**

The Directors whose three-year terms of office expire are: Briana Brownell, Catherine Gryba and Erin Smith. All three are eligible for re-election.

The Board of Directors has approved the following nominations:

- Briana Brownell – 3-year term
- Catherine Gryba – 3-year term
- Erin Smith – 3-year term

**APPOINTMENT OF AUDITORS**

It is proposed that the firm of KPMG LLP, Chartered Professional Accountants be re-appointed of as auditors of the Company for the financial year commencing January 1, 2023 and ending December 31, 2023 and to hold office until the next Annual Meeting of Policyholders.