



## 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 is being held on Wednesday, May 27<sup>th</sup>, 2026, at the Willows Club, located at 382 Cartwright Street, Furdale, 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, 2025 and the reports of the auditors and actuary thereon;
2. To receive the report of the Directors for the year ended December 31, 2025;
3. To appoint the auditors for 2026;
4. To elect Directors;
5. To transact other business as may properly be brought before the meeting; and
6. As set out under "Special Business" below, to consider and if thought advisable, confirm and approve amendments to the General Bylaws of the Company and the retirement of the Remuneration Bylaw.

### Special Business:

1. As more particularly described under the heading "Amendment of Bylaws: First Amendment" below, to amend by ordinary resolution of the policyholders, the Company's General Bylaws; and
2. As more particularly described under the heading "Amendment of Bylaws: Second Amendment" below, to retire by ordinary resolution of the policyholders, the Company's Remuneration Bylaw.

By order of the Board of Directors,

Eddie Tettevi  
Corporate Secretary  
May 4, 2026

*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 26, 2026. This means that if you are a policyholder of the Company as of May 26, 2026, 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, 2025, 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 KPMG LLP, Chartered Professional Accountants as auditors of the Company for the financial year commencing January 1, 2026 and ending December 31, 2026 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 held in 2025 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 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 currently serves on the board of League Data and has served on the boards for AI Governance and Safety Canada, Saskatoon Opera and the Marketing Research and Intelligence Association, and she holds the Innovation Governance Program (iGP) Level 3 designation. Briana won the Woman in AI Trailblazer Award for North America in 2025 and was named as VentureBeat's AI Entrepreneur of the Year in 2021. Briana was elected to the Sandbox Board of Directors on June 25, 2020.*

**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 Prosperity Project, Board of Trustees for Huskie Athletics, the Canada Games Foundation, the Saskatoon Club and previously served on the boards of Saskatchewan Blue Cross, United Way of Saskatoon, Shakespeare on the Saskatchewan, and the Nutrien Wonderhub. Catherine is the Saskatchewan Chair for MacKay CEO Forums. 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. She was elected to the Sandbox Board of Directors in May 2018.*

**Erin Smith**

*Erin is the Chief Executive Officer of Grasslands Finance Corp., a lending company that specializes in life insurance financing for high-net worth and ultra-high-net worth individuals and families. Prior to joining Grasslands, Erin was the Chief Operating Officer for a large life insurance brokerage that created and implemented innovative, proprietary life insurance solutions for successful families and entrepreneurs with the goal of optimizing intergenerational wealth and legacy. Erin also has experience working as 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 Directors Education Program and obtained her ICD.D. 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 was elected to the Sandbox Board of Directors on June 25, 2020.*





**Nominees** *continued*

**Steve Dobronyi**

*Steve is an independent Corporate Director and business leader with 40 years of experience in insurance and financial services. He is a retired Chief Executive Officer and finance professional with expertise in governance, strategy, people and finance. Steve currently serves on the Board of Directors of Accerta, Securian Canada, and DUCA Credit Union. He holds an ICD.D designation from the Rotman School of Management, is an Associate of the Canadian Institute of Actuaries, and a graduate of Western University.*

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



**Amendment of Bylaws****First Amendment***Effective May 27, 2026*

Subject to the confirmation and approval of the policyholders, the Directors of the Company have, effective February 26, 2026, approved an amendment to the Company's General Bylaws. The proposed amendment consists of:

(1) Amendment of Article 1 - Interpretation to remove the following definition:

1.09 "Remuneration Bylaw" means the bylaw of the Company providing for remuneration for the directors.

(2) Replacement of 4.09 which currently reads:

4.09 Directors shall be reimbursed by the Company for actual expenditures incurred in carrying out their duties and, in addition, shall be paid such remuneration as, subject to the Remuneration Bylaw, shall be determined by the directors.

With the following:

4.09 Directors shall be reimbursed by the Company for actual expenditures incurred in carrying out their duties and, in addition, shall receive remuneration for their services as directors.

**Second Amendment***Effective May 27, 2026*

Subject to the confirmation and approval of the policyholders, the Directors of the Company have, effective February 26, 2026, approved the retirement of the Company's Remuneration Bylaw.

**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 4:30 p.m., May 20, 2026, in order to be valid for the annual meeting.





STATEMENT OF DIRECTORS ATTENDANCE  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2025

Director	Board Meetings Attended	Committee Meetings Attended	Committee Membership
Briana Brownell	5 of 5	8 of 8	b, c
Andrew Cartmell <sup>1</sup>	5 of 5	8 of 8	b, c
Catherine Gryba	5 of 5	8 of 8	a, c
Alan Migneault	5 of 5	9 of 12	a, b
Susan Milburn	5 of 5	12 of 12	a, c
Troy Milnthorp	5 of 5	7 of 8	a, c
Palash Sanyal	5 of 5	8 of 8	a, b
Erin Smith	5 of 5	8 of 8	b, c
Barry Walter	5 of 5	8 of 8	a, b
Rob Jones	5 of 5	NA	NA

**COMMITTEE MEMBERSHIP & MEETINGS HELD  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2024**

Committee	Number of Meetings	Membership
Audit & Finance	4	a
Compliance & Risk	4	b
HR & Governance	4	c

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

<sup>1</sup> Andrew Cartmell resigned from the Board as of December 31, 2025



**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 Alan Migneault, Chair of the Board, or failing him Rob Jones, 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 May 27<sup>th</sup>, 2026.

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 4:30 p.m., May 20, 2026, in order to be valid for the annual meeting.

**BY-LAW AMENDMENTS** The Company is proposing to amend its by-laws, by ordinary resolution of the policyholders, as noted in the Notice to the Meeting.  
The Company is proposing to retire the Remuneration Bylaw, by ordinary resolution of the policyholders, as noted in the Notice to the Meeting.

**DIRECTORS** The Directors whose three-year terms of office expire are: Briana Brownell, Catherine Gryba, and Erin Smith. All 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
- Steve Dobronyi – 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, 2026 and ending December 31, 2026 and to hold office until the next Annual Meeting of Policyholders.