

NOTICE OF ANNUAL AND SPECIAL MEETING OF MEMBERS

Notice is hereby given that the Annual and Special Meeting of the members of **SASKATOON DESTINATION MARKETING HOTELS INC. (the "Corporation")** will be held on Thursday, May 1, 2025, at The Parktown Hotel, 224 Spadina Crescent East, Saskatoon, SK, commencing at 9:00 a.m.

The purpose of the meeting is to address the following business:

1. To receive and approve the minutes from the last annual meeting of members;
2. To receive a report from the Board of Directors.
3. To receive a report from the CEO of Discover Saskatoon
4. To receive the financial statements of the Corporation for the year ended December 31, 2024;
5. To appoint the public accountant of the Corporation to hold office until the next annual meeting of members.
6. To elect directors of the Corporation to each serve on the Board;
7. To receive and approve the updated Bylaws of the Corporation.
8. To ratify all decisions and actions taken by the Board of Directors since the last annual meeting of members;
9. To consider any other business that may properly come before the meeting.

Dated this 10th day of April, 2025, on behalf of the Board of Directors.

Adam Peterson, Chair of the Board of Directors

PARTICULARS OF THE BUSINESS OF THE MEETING

1. Minutes of the 2024 Annual Meeting

The members are asked to review and approve the minutes of the 2024 annual meeting of members, available here: <https://sdmh.ca/about/2025-agm/>

Be it resolved that the minutes of the 2024 annual meeting of members are hereby approved.

2. Report of the Board of Directors

The Chair of the Board of Directors will deliver a verbal report on the Corporation on behalf of the Board of Directors.

3. Strategic Update

The CEO will deliver a verbal report on the strategic objectives of the Corporation on behalf of the Board of Directors.

4. 2024 Financial Statements

The Corporation's financial statements for the year ended December 31, 2024 will be available here: <https://sdmh.ca/about/2025-agm/>

These documents will be provided at the meeting.

Be it resolved that the financial statements for the year ended December 31, 2024 are hereby received and accepted by the members.

5. Appointment of Public Accountant

Members will be asked to make a motion to re-appoint KPMG LLP as public accountant for the Corporation to hold office until the next annual meeting of members and to authorize the Board of Directors to fix the remuneration of the public accountant.

Be it resolved that KPMG LLP be and is hereby appointed as public accountant for the Corporation until the next annual meeting of members, and the Board of Directors is hereby authorized to fix the remuneration.

6. Election of Directors

Of the current composition, the following Directors will be recommended to be elected for the second term, for a three- year term, upon the close of the annual meeting.

Adam Peterson, Director of Operations, P.R. Hotels
Vanessa Kosteroski, General Manager, Super 8 by Wyndham East
Amanda Cisecki, Director of Sales and Marketing, Delta Bessborough & Delta
Saskatoon Downtown
Jesse Tiefenbach, Chief Human Resources Officer, d3h Hotels

Be it resolved that the above individuals are hereby elected to serve as directors commencing at the close of the annual meeting until the close of the second annual meeting following their appointment, or until their successors are elected or appointed, unless their office is vacated in accordance with the Bylaws.

7. Special Business: Bylaws

In an effort to strengthen the governance foundations of the Corporation, the Board of Directors commissioned a review of the Corporation's Bylaws in April 2025. In working with Board Dynamics Consulting and legal counsel, conducting the review, the Board of Directors accepted a recommendation for updates of the Bylaws to ensure compliance and alignment with the provisions of the *Non-profit Corporations Act, 2022* (Saskatchewan).

To this end, the Board of Directors has approved, and hereby submits to the members for approval of the updated SDMH Inc. Bylaws in its entirety in the form attached hereto at <https://sdmh.ca/about/2025-agm/>

This is a matter that requires approval by resolution of the members, being a simple majority of the votes cast by members on the resolution.

Be it resolved that the members hereby approve, as the resolution, the updated Bylaws of the Corporation in the form presented to the members.

8. Ratification of Decisions and Actions of the Board of Directors

The Chair of the Board of Directors will request a motion from the members to ratify the decisions and actions of the Board of Directors since the last annual meeting.

Be it resolved that, to the extent necessary, notwithstanding any omissions or irregularities in the formalities attendant thereupon, all decisions, acts, contracts, proceedings, appointments, and payments enacted, done, taken, and made by the Board of Directors for and on behalf of the Corporation since the last annual meeting of members are hereby approved, confirmed, and ratified.