

SASKATCHEWAN ROUGHRIDER FOOTBALL CLUB INC.

ANNUAL GENERAL MEETING

June 24, 2025

INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of Saskatchewan Roughrider Football Club Inc. (“Club”) to be used at the annual general meeting of the members of the Club to be held at the time and place and for the purposes set forth in the notice of annual meeting accompanying this Information Circular. All expenses in connection with solicitation of proxies by management will be borne by the Club.

Unless otherwise indicated, the information in this circular is given on June 3, 2025.

APPOINTMENT AND REVOCATION OF PROXIES

The proxy nominees named in the enclosed Proxy are officers of the Club. A Class A member has the right to appoint a person or company, other than the person(s) designated in the proxy, to represent the member at the annual meeting and may exercise such right by inserting the name of the person or company in the blank space provided in the proxy or by submitting another appropriate proxy. A person or company appointed as proxy must be a member.

Holders of the Class A membership shares who are unable to attend the annual meeting in person and who wish to appoint a proxyholder to attend and act for them at the annual meeting are requested to **complete, sign, date and return the enclosed form of proxy**. In order to be valid for use at the annual meeting, proxies must be delivered in one of the following ways:

- (a) mailing to: Saskatchewan Roughrider Football Club Inc., c/o Executive Assistant, Fourth Floor, Mosaic Stadium, Box 1966, Regina, Saskatchewan, S4P 3E1, to be received before 5:00 p.m. on June 24, 2025.

- OR -

- (b) sent by e-mail transmission, before 5:00 p.m. on June 24, 2025 attention to: Saskatchewan Roughrider Football Club Inc., c/o Executive Assistant - Fourth Floor, Mosaic Stadium, whose e-mail is: management@saskriders.com.

NOTE: Proxies delivered in the manner referred to in (a), (b) and (c) must be originally signed documents – proxies which are sent by fax or via e-mail transmission which are photocopies will be accepted only when signed, completed and transmitted to the office of the Club as described in (b) and (c).

A Class A member who has given a proxy may revoke it by depositing a written notice of revocation signed by the Class A member or the Class A member's attorney authorized in writing or by signing another proxy bearing a later date and in either case delivering the revocation or new proxy in the manner that proxies are to be delivered to the Club as described above.

Except as noted below respecting the completion of proxies for the election of directors, the person or company appointed as proxy has discretionary authority and may vote the Class A membership shares represented thereby as such person or company considers best with respect to amendments or variations to matters identified in the notice of annual meeting or other matters which may properly come before the annual meeting. The management of the Club knows of no such amendments, variations or other matters to come before the annual meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF CLASS A MEMBERSHIP SHARES

The directors have fixed the close of business on May 13, 2025, as the record date for the annual meeting. A person who is a Class A member on the record date is entitled to vote his or her Class A membership shares except to the extent that the person has transferred the ownership of any of his or her Class A membership shares after the record date and the transferee of the Class A membership shares produces properly endorsed membership share certificates or otherwise establishes that he or she owns the membership shares and demands, not later than ten days before the annual meeting, that his or her name be included in the list of Class A members before the annual meeting, in which case the transferee is entitled to vote his or her Class A membership shares at the annual meeting.

As of May 13, 2025, the Club had 12,197 Class A membership shares, each carrying the right to one vote at all meetings of the Club and 446 Class B membership shares are non-voting.

ELECTION OF DIRECTORS

The articles of the Club provide for a minimum of eight directors and a maximum of twelve as the Board of Directors may determine from time to time. The Board has fixed the number of directors at 11 directors. The representatives of management named in the enclosed Proxy, if named as a proxy, will vote only as directed by the Class A member. That is, if the Class A member does not specify how the Proxy will be voted in respect of the one director position which is to be filled at this meeting, the management persons (if so designated to represent the members) will only vote the membership shares for, or withhold from voting for, those director candidates specified by the Class A member, and no others.

The Nominating Committee of the Club is responsible for nominating individuals for election to the Board of Directors. The Nominating Committee consists of three current Directors appointed by the Board of Directors, the immediate Past Chair of the Board of the Club resident in Saskatchewan, who also nominates one other Past Chair of the Board. The Committee has reviewed the nominees whose names were submitted to it and has compiled a list of candidates for election to the Board of Directors. The Club's Bylaws provide that directors elected at each annual meeting of members shall hold office for a term not to exceed three years and may be eligible for re-election for additional three-year terms.

The following table and ensuing paragraphs set out the name of each proposed nominee for election as a director named in the enclosed Proxy and the name of each director whose term continues past the Meeting, and his or her present principal occupation or employment, his or her positions with the Club, the periods during which he or she has served as a director, and the approximate number of Class A membership shares of the Club beneficially owned.

<u>Name</u>	<u>Occupation</u>	<u>Position with Club in 2025</u>	<u>Period(s) When a Director</u>	<u>Class A Membership Shares Owned</u>	<u>Expiry of Current Term</u>
<u>Nominees for Director</u>					
<i>Blair Ross</i> Pilot Butte	President, COO & Co-Founder, SRG Security Resource Group Inc. & COO SSC Security Services Corp.	Director	3 Year	1	2025
<i>Regan Exner</i> Regina	Tax Partner & Regional Managing Partner, Southern SK - MNP	Director	3 Year	1	2025
<i>Greg Yuel</i> Saskatoon	President and CEO – PIC Investment Group Inc.	Lead Governor to the CFL	6 Years	1	2025
<i>Tina M. Svedahl</i> Regina	COO Harvard Diversified Inc., - The Hill Companies CMA, CPA, ICD.D	N/A-New Director	N/A	1	N/A
<i>Darren Anaka</i> Regina	Entrepreneur	N/A-New Director	N/A	1	N/A
<u>Directors Whose Terms Continue</u>					
<i>Rhonda Ekstrom</i> Regina	Strategic Business Consultant	Director	8 Years	1	2026
<i>Andrew MacCorquodale</i> Pilot Butte	Strategic Business Consultant	Director	1 Year	20	2027
<i>Susan Flett</i> Regina	President & CEO, Lotteries and Gaming Saskatchewan	Director	2 Year	1	2027
<i>Edmund Bellegarde</i> Shesheep Reserve 74A	Chief Executive Officer, FHQ eCommerce Ltd, & Principal, Kihew Consulting &	Director	2 Year	1	2027

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	Research Inc.				
<i>Doug Hodson</i> Saskatoon	Partner - MLT Aikins	Director	7 Years	1	2027
<i>Mackenzie Kilshaw</i> Saskatoon	Owner & Business Consultant, Mackenzie Kilshaw Co.	Director	7 Years	1	2027

The background of the nominee for election is set out below:

Tina M. Svedahl: *With over 35 years experience in the real estate industry and more than two decades of progressive leadership with The Hill Companies, Tina provides strategic collaboration, governance oversight, risk management, and leadership to the Hill Companies’ diverse interests in US and Canadian real estate, broadcasting, US manufacturing, oil and gas, and insurance sectors. Tina leads mergers, acquisitions, and financing for the various businesses. Tina has been a member of the Hill Companies executive committee since January 2019. Throughout her career, Tina has developed succession strategies for senior management positions and led recruitment processes. Tina is a Chartered Professional Accountant (CPA, CMA) and holds the Institute of Corporate Directors’ Designation (ICD.D). Tina currently serves as an advisor (past chair) to the Board of Directors of Economic Development Regina (EDR) and is a board member of One Life Makes a Difference Foundation and Harvard Western Insurance. She has previously served on the board of directors for SaskEnergy, and Globe Theatre.*

Darren Anaka: *A dedicated entrepreneur and community leader, Darren Anaka has spent nearly 30 years immersed in the family-run Dairy Queen (DQ) business building and sustaining a successful enterprise. The family owns and operates five DQ locations in Regina and one in Alberta, as well as four licensed Starbucks locations in Regina. Darren currently oversees facilities management, maintenance, new store development and special projects to drive innovation and growth across the businesses. Beyond his business ventures, Darren is deeply committed to volunteerism and community engagement. He served as Chair of the Volunteer Host Organizing Committee for both the 2020 and 2022 Grey Cup Festivals, following key leadership roles with the 2013 Grey Cup Festival and the 2010 IIHF World Junior Hockey Championship. Whether selling 50/50 tickets for the Regina Rams or leading large-scale events, Darren is passionate about the power of sports and community to bring people together. As a lifelong supporter of the Saskatchewan Roughriders, Darren sees the team as a symbol of community pride and connection. For Darren, it’s not just about football—it’s about how the team unites fans and strengthens the bonds that make Saskatchewan unique. He takes great pride in supporting the Riders and contributing to the broader football community. Outside of work and volunteering, Darren enjoys spending quality time with his wife Donna and his adult kids, whether relaxing at their peaceful getaway at McBride Lake or soaking up the sun during winter retreats in Palm Desert, California. And, of course, there’s nothing he and Donna enjoy more than cheering on the home team at Mosaic Stadium.*

The background of the nominees for re-election are set out below:

Blair Ross: *Blair is the Chief Operating Officer of SSC Security Services Corp (SSC), the largest publicly traded Security company in Canada, headquartered in Regina. Providing Protective Security Services, Electronic Security Systems and Services, and Cyber Security Services, with over 3200 employees across Canada, Blair manages the operations of SSC and its' operating subsidiary company, Logixx Security Inc. He is involved in the overall management of SSC strategy, business development, human resources and operations. In addition to his years of business development and management, Blair has played an active role in board governance, currently chairing the Board of Directors of SaskGaming Corp. as well as serving on the Regina Downtown Business Improvement District Board of Directors. Previously, he chaired the Hospitals of Regina Foundation board and served on the Regina Airport Authority Board of Directors. To enhance his Governance capabilities, Blair receiving the Charter Director C.DIR. designation from McMaster University in 2013. He has always been active in his community, serving on committees of numerous events and was named a Regina Big Brothers Honorary Lifetime Big Brother. Blair is an honoured recipient of Her Majesty the Queen's Diamond Jubilee Medal, Her Majesty the Queen's Platinum Jubilee Medal and recently, the King Charles III Coronation Medal for business and community involvement.*

Regan Exner: *Regan is a Tax Partner and the Regional Managing Partner, Southern Saskatchewan for MNP and has significant experience in board governance and strategy. Regan has obtained his ICD.D director's designation and has a breadth of experience both past and present as a board member for numerous organizations including MNP, the Chartered Professional Accountants (CPA) Association of Saskatchewan, Wascana Country Club, and the University of Regina Rams Football Club. He has also been involved in local community organizations such as Carmichael Outreach and the Regina Inner City Family Foundation amongst others. He has significant experience in and knowledge of business and the financial industry and was designated a Fellow Chartered Professional Accountant (FCPA) in 2016. Regan is active within the accounting profession serving as a past Chair of the Board of Directors of CPA Saskatchewan and volunteering with the U of R Hill Business School Mentor Program and JDC West Business Competitions and currently serves on the CPA Saskatchewan Discipline Committee.*

Greg Yuel: *Greg is the President and Chief Executive Officer at PIC Investment Group Inc., a private family office that owns companies in a variety of industries ranging from transportation, chemical distribution, production & packaging, real estate, tourism, and insurance. Greg is passionate about football, serving as a Director of the Saskatoon Hilltop Football Club Capital Campaign Chair for the Friends of the Bowl Foundation and Gordie Howe Sport Complex. Greg has significant governance experience, having served as a director for a number of organizations including the Prince Albert Economic Development Council, the Jim Pattison Children's Hospital Foundation (Chair), the Rick Hansen Foundation and the Dean's Advisory Council for the Edwards School of Business. Greg has served as the Club's Lead Governor to the CFL since 2019.*

All directors of the Club are considered to be independent. The Club has a conflict of interest policy and annually requires disclosure by its directors of any potential conflicts of interest through their involvement with companies with which the Club has business relationships.

AREAS OF EXPERTISE

The Club maintains a skills matrix to ensure Board composition is appropriate and essential areas of expertise are represented.

SESSIONS WITHOUT MANAGEMENT

The Board and Board committees have sessions without Management at each regularly scheduled meeting, and at special meetings, unless deemed unnecessary.

COMPENSATION OF DIRECTORS

The directors of the Club do not receive any compensation for their services as directors. Directors are reimbursed for reasonable expenses incurred in discharging their responsibilities in representing the Club at CFL meetings and a limited number of other events.

BOARD EVALUATION

The Governance and Human Resources Committee conducts an annual assessment of the Board and its committees. This includes assessing performance against the established responsibilities, duties and workload of each director as well as the effectiveness of the various members in executing their duties and responsibilities.

FINANCIAL STATEMENTS

The Club is governed by *The Non-profit Corporations Act of Saskatchewan* which provides that the directors of the Club shall approve the Club's annual financial statements. The Act provides that after approval by the Board of Directors, annual financial statements shall be placed before the members at every annual meeting, together with the auditor's report on such financial statements.

APPOINTMENT OF AUDITORS

Management of the Club recommends the reappointment of KPMG LLP (Chartered Accountants) as auditors of the Club to hold office until the next annual meeting of members and to authorize the directors to fix the auditor's remuneration. KPMG LLP is a new appointed auditor as a result of the Club completing a Request for Proposal for audit services. The management designates named in the enclosed proxy intend to vote FOR the appointment of KPMG LLP as auditors of the Club at the remuneration to be fixed by the Board of Directors.

I HEREBY CERTIFY that the contents and sending of this Information Circular have been approved by the directors of Saskatchewan Roughrider Football Club Inc.

DATED this 3rd day of June 2025.



Dave Pettigrew, Chair, Board of Directors