

**Annual Meeting of the Board of Directors
Minutes –Approved**

DATE: Thursday, May 15, 2025	TIME: 12:21 p.m. – 1:00 p.m.
Meeting conducted online	
Chair: Robert Poirier Directors: Ken Kawall (Treasurer & Vice-Chair), Mary Shenstone (Vice-Chair) Janet Clark, Tanweer Gilani, Andrea Nemtin, Rajesh Sharma, Marnie Silver, Jeffrey Steiner RPRA: Noah Gitterman, Emily Rix Corporate Secretary: Andrea Abraham	

1.0 Call to Order

With a quorum present, the meeting was called to order at 12:21 p.m.

1.1 Adoption of the Agenda

Motion: To adopt the meeting agenda.

It was duly moved, seconded, and carried.

1.2 Declaration of Real, Potential or Apparent Conflict of Interest

Director R. Poirier will continue to abide by the mitigation measures developed to address any potential conflicts of interest, as required under RPRA's Code of Conduct By-Law, due to his involvement with the Ontario Lottery and Gaming Corporation and the Ontario Cannabis Retail Corporation, producers under the Blue Box regulation.

Director R. Sharma will continue to abide by the mitigation measures developed to address any potential conflicts of interest, as required under RPRA's Code of Conduct By-Law, due to his involvement with the Financial Services Regulatory Authority, a producer under the Blue Box regulation.

2.0 Approval of Minutes

Motion:

To ratify approval of the minutes of the May 16, 2024, annual meeting of the board of directors.

It was duly moved, seconded, and carried.

3.0 Appointment of Officers

The appointment of officers was conducted anonymously via electronic vote.

Chair	Robert Poirier (holds office until the 2026 annual meeting)
Vice-Chairs	Ken Kawall and Mary Shenstone (hold office until the 2027 annual meeting)
Treasurer	Ken Kawall (holds office until the 2026 annual meeting)
Secretary	Andrea Abraham (holds office so long as she is employed by RPRA or until she is removed as an officer by the board)

Motions:

Ken Kawall is hereby appointed vice-chair of RPRA. The chair shall hold office until the 2027 annual meeting or until a successor is duly appointed.

Mary Shenstone is hereby appointed vice-chair of RPRA. The chair shall hold office until the 2027 annual meeting or until a successor is duly appointed.

Ken Kawall is hereby appointed treasurer of RPRA. The treasurer shall hold office until the 2026 annual meeting or until a successor is duly appointed.

It was duly moved, seconded, and carried.

4.0 Appointment of Committees

The appointment of the committees and committee chairs was conducted anonymously via electronic vote.

Motion:

The following committees are hereby continued or established, with the chair and members of each committee to hold office until the next annual meeting, or until their successors are duly appointed:

Committee	Chair	Members
Audit and Risk (5)	Ken Kawall	Andrea Nemtin Mary Shenstone Jeffrey Steiner Robert Poirier (ex officio)
Finance and Technology (7)	Rajesh Sharma	Tanweer Gilani Janet Clark Marnie Silver Robert Poirier (ex officio) Mary Shenstone (ex officio) Ken Kawall (ex officio)
Human Resources (7)	Janet Clark	Andrea Nemtin Tanweer Gilani Rajesh Sharma Mary Shenstone Robert Poirier (ex officio) Ken Kawall (ex officio)
Governance, Regulatory, and Stakeholder Affairs (6)	Mary Shenstone	Ken Kawall Rajesh Sharma Jeffrey Steiner Marnie Silver Robert Poirier (ex officio)

It was duly moved, seconded, and carried.

5.0 Approval of Auditor's Report and Financial Statements

Motion:

The board approves the 2024 audited financial statements containing the auditor's report.

It was duly moved, seconded, and carried.

6.0 Appointment of Auditor

Motion:

Welch LLP are hereby appointed as the auditor of the corporation, to hold office until the 2026 annual meeting, at such remuneration as may be determined by the board.

It was duly moved, seconded, and carried.

7.0 Ratification of the Acts of the Directors and Officers

Motion: Those acts and omissions of each director and officer of the corporation that:

- (a) were within their respective scopes of authority;
- (b) did not constitute a breach of their respective duties to act honestly and in good faith with a view to the best interests of the corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) since May 16, 2024, are referred to or appear in or may be inferred from any resolution, minutes of meetings, financial statements, registers, records, reports or notices of or concerning the corporation which are now or have been available to the directors; are hereby ratified, sanctioned, and approved.

It was duly moved, seconded, and carried.

8.0 Other Business

The chair of the Governance, Regulatory and Stakeholder Affairs Committee informed management of the board's request to increase in-person meetings from three per year to four. Board members will meet in-person in September and November 2025, and in 2026 in February and June.

9.0 In-Camera Discussion

Motion: To move in camera.

It was duly moved, seconded, and carried.

Motion: To move out of in camera.

It was duly moved, seconded, and carried.

10.0 Adjournment

The meeting was adjourned at 1:00 p.m.

Robert Poirier



Chair

Andrea Abraham



Secretary