

## **NOTICE OF MEETING**

**TO: THE SHAREHOLDERS OF ROCKY MOUNTAIN LIQUOR INC.**

**NOTICE** is hereby given that the annual and special meeting (the "Meeting") of the shareholders ("Shareholders") of common shares ("Common Shares") of Rocky Mountain Liquor Inc. (the "Corporation") will be held December 10, 2021, at the Sandman Signature Edmonton South, 10111 Ellerslie Road SW, Edmonton, AB at 7:30 a.m. (MST) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2020, and the report of the auditors thereon;
2. to fix the number of directors to be elected at the Meeting, or any postponements thereof, at five (5);
3. to consider, and if deemed advisable, to pass a resolution electing the directors of the Corporation for the ensuing year;
4. to consider, and if deemed advisable, to pass a resolution appointing Grant Thornton LLP, Chartered Professional Accountants, as auditor of the Corporation, for the ensuing year and to authorize the directors to fix the auditors remuneration;
5. to consider, and if deemed advisable, to authorize a continuation of the Corporation's Stock Option Plan as adopted on August 23, 2010; and
6. to transact such other business as may properly come before the Meeting or any adjournment or postponements thereof.

The form of proxy solicited by management is the form of proxy printed on the WHITE paper.

The specific details of the matters proposed to be put before the Meeting, or any adjournment or postponements thereof, are set forth in the Information Circular accompanying and forming part of this Notice of Meeting.

### COVID-19

Due to public health restrictions on mass gatherings, and to protect the health and safety of the Shareholders, associates and guests, the Corporation strongly recommends that Shareholders exercise their right to vote by proxy prior to the Meeting through any of the methods described on pages 4-7 of the Information Circular and forego attending the Meeting. The Corporation continues to closely monitor COVID-19 outbreak developments and requirements and reserves the right to take any additional precautionary measures it deems appropriate related to the Meeting.

# **ANNUAL AND SPECIAL MEETING FOR ROCKY MOUNTAIN LIQUOR INC NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS**

You are receiving this notification as Rocky Mountain Liquor Inc. ("Rocky") has decided to use the notice and access model for delivery of meeting materials to holders ("Shareholders") of common shares of Rocky ("Common Shares"). Under notice and access, Shareholders still receive a proxy or voting instruction form enabling them to vote at the Company's meeting. However, instead of a paper copy of the Management Information Circular certain Shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing materials to Shareholders.

## **MEETING DATE AND LOCATION:**

WHEN: Friday, December 10, 2021 at 7:30 a.m. (MST)

WHERE: Sandman Signature Edmonton South, 10111 Ellerslie Road, SW Edmonton, AB T6X 0J3

## **BUSINESS OF THE MEETING**

The specific details of the matters to be brought before the Meeting are set forth in the Management Information Circular and Proxy Statement dated October 25, 2021.

**Shareholders are reminded to view the Management Information Circular prior to voting.**

## **The purposes of the Meeting are:**

1. to receive the audited consolidated financial statements of the Company for the year ended December 31, 2020, and the report of the auditors thereon;
2. to fix the number of directors to be elected at the Meeting, or any adjournment or adjournments thereof, at five (5);
3. to consider, and if deemed advisable, to pass a resolution electing the directors of the Company for the ensuing year;
4. to consider, and if deemed advisable, to pass a resolution appointing Grant Thornton LLP, Chartered Professional Accountants, as auditor, for the ensuing year and to authorize the directors to fix the auditors remuneration;
5. to consider, and if deemed advisable, to authorize a continuation of the Corporation's Stock Option Plan as adopted on August 23, 2010;
6. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

## **COVID – 19**

Due to public health restrictions on mass gatherings, and in order to protect the health and safety of Rocky's Shareholders, associates and guests, the Company strongly recommends that Shareholders exercise their right to vote by proxy prior to the Meeting through any of the methods described on page 2 and forego attending the Meeting. Rocky continues to closely monitor COVID-19 outbreak developments and reserves the right to take any additional precautionary measures it deems appropriate related to the Meeting.

## **THE RIGHT TO VOTE**

Holders of Common Shares as at the close of business on October 15, 2021 are entitled to receive notice of and to attend and vote at the Meeting, or any adjournment or postponement of the Meeting.

## **STRATIFICATION**

Rocky has determined that all registered shareholders will receive a paper copy of the Information Circular and Annual Statements, whereas beneficial shareholders will only receive this notice and a voting instruction form or proxy form.

The process of sending this notification to beneficial Shareholders without standing instructions and the Management Information Circular to registered Shareholders and to beneficial Shareholders with standing instructions to receive a paper copy thereof is known as “stratification” and is permitted under the rules of “notice and access.” If your Common Shares are registered in the name of a nominee (usually a trust company, securities broker or other financial institution), you are a beneficial Shareholder. If your Common Shares are registered in your name you are a registered Shareholder.

## **REGISTERED SHAREHOLDERS**

In order to be valid and acted upon at the Meeting, completed proxies must be received by Computershare using the below methods, by 7:30 a.m. (MST) on Wednesday, December 8, 2021 or, in the case of any adjournment or postponement of the Meeting, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned or postponed Meeting. A person appointed as a proxyholder need not be a Shareholder. See the Information Circular for further instructions.

INTERNET: [www.investorvote.com](http://www.investorvote.com)

TELEPHONE: 1-866-732-8683

MAIL: Computershare Trust Company of Canada, 8<sup>th</sup> Floor Proxy Department, 100 University Avenue, Toronto, Ontario, M5J 2W1

## **BENEFICIAL SHAREHOLDERS**

Beneficial shareholders are asked to return their voting instruction form using one of the following methods at least one (1) business day in advance of the proxy deposit date set out in the accompanying proxy or voting instruction form.

INTERNET: [www.proxyvote.com](http://www.proxyvote.com)

TELEPHONE: 1-800-474-7493 (ENGLISH) OR 1-800-474-7501 (FRENCH)

MAIL: Return by mail in the Business Reply Envelope provided

## **WEBSITES WHERE MEETING MATERIALS ARE POSTED**

Materials can be viewed online at [www.SEDAR.com](http://www.SEDAR.com) or at the following internet address:

<https://ruminvestor.com/home/annual-reports/>

## **HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS**

Beneficial Shareholders may request paper copies of the meeting materials, Management Information Circular, Annual Financial Statements and Annual Management Discussion and Analysis, be sent to them by postal delivery at no cost. Requests for meeting materials may be made up to one year from the date the Management Information Circular was filed on SEDAR.

Requests for paper copies can be made by calling Broadridge, 1-877-907-7643. Requests should be received at least 5 business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of such date and the meeting date.

## **QUESTIONS**

Shareholders with questions about the Meeting can call Sarah Stelmack, CFO, Rocky Mountain Liquor at 780-483-8183. For questions on notice and access, please call 1-844-916-0609 (ENGLISH) or 1-844-973-0593 (FRENCH).

By order of the Board of Directors of Rocky Mountain Liquor Inc.

*“Allison Radford” (signed)*

Chief Executive Officer

October 25, 2021