



VANCOUVER INTERNET EXCHANGE (“Corporation” or “VANIX”) Notice and Proposed Agenda for
Annual Member Meeting to be Held on Friday, June 24, 2022

TO: Members of the Corporation
AND TO: Directors of the Corporation
AND TO: Robert W. R. Bishop, C.P.A, Public Accountant of the Corporation

TAKE NOTICE that the annual meeting of the members of the Corporation has been set for Friday, June 24, 2022 at 11:00 AM Pacific Time. The meeting will take place by Zoom video conference facility. Please register ahead of time by clicking on the link in the email containing this attachment. Upon successful registration, you will receive a confirmation email about joining the meeting. On the day of the meeting, please join fifteen minutes before the start time to ensure that everyone present has been properly validated and the meeting can start on time.

Please note that access to the meeting will be restricted to the designated member representatives (“DMRs”) of voting members of the Corporation or their proxyholders, the directors and officers of the Corporation, the Corporation’s public accountant, the Corporation’s counsel and such other persons as the chair of the meeting or the members may admit, which may include representatives of the VANIX peering community.

Individuals attending the meeting will have to identify themselves upon entry. Except where a ballot vote is required, votes shall be by roll call of the DMRs and proxyholders for DMRs entitled to cast votes at the meeting.

Ballot votes shall be completed via emails sent to the DMRs and proxyholders present and entitled to vote at the meeting that will include links to the electronic ballots entitling them to cast their votes. It is therefore essential for DMRs and proxyholders to make arrangements prior to 11:00 AM Pacific Time on Thursday, June 23, 2022 to ensure that they have registered correct email addresses with the Corporation that they can access directly during the annual meeting or they will be unable to cast their ballots. Such changes cannot be made after 11:00 AM Pacific Time Thursday, June 23, 2022. The failure of a DMR or its proxyholder to provide a valid email address accessible to that individual for ballot voting (in the case of a DMR by completion of the change of DMR contact information form, and in the case of the proxyholder

within the proxy form, by the specified deadline) will prevent that DMR or proxyholder from casting any votes by ballot. Please note the change of DMR contact information form may only be used to change the contact information for a current DMR. A change of DMR requires a different form and process. A member wishing to change its DMR should contact secretary@vanix.ca for assistance as soon as possible.

DMRs and proxyholders are asked to have their materials for the meeting available with them at the meeting for ease of reference.

Proxies provided by DMRs of members who cannot or do not wish to vote directly at the meeting in person shall also be tallied and reported. Please note that proxies will only be received up to 11:00 AM Pacific Time on Thursday, June 23, 2022.

Please also note that only the DMRs or proxyholders of those organizations that applied and were accepted as members of the Corporation by June 15, 2022 shall be entitled to vote at the annual meeting of the members.

Please also note that admission to the meeting will be closed ten minutes after the start of the meeting to prevent disruption, so please ensure that you arrive and record your presence before the cutoff.

The proposed agenda for the meeting is:

1. Call to Order (Scott Jamieson)
2. Adoption of agenda (Darin Young)

PROPOSED RESOLUTION:

BE IT RESOLVED THAT the agenda of the 2022 annual meeting of members is hereby approved.

3. Approval of minutes of the 2021 Annual Meeting of members of the Corporation (Scott Jamieson)

PROPOSED RESOLUTION:

BE IT RESOLVED THAT the minutes of the 2021 Annual Meeting of members of the Corporation are hereby approved.

4. Chair's Report to the Members (Scott Jamieson)
5. Receipt of Review Engagement Financial Statements for 2021 (Julia Aspinall)

(a) Report of Treasurer on Financial Statements (Julia Aspinall)

(b) Report of Public Accountant of Corporation (Robert W.R. Bishop, C.P.A.)

PROPOSED RESOLUTION:

BE IT RESOLVED THAT the 2021 financial statements of the Corporation and review engagement report of the public accountant thereon are hereby received by the voting members of the Corporation.

6. Appointment of Public Accountant (Julia Aspinall)

PROPOSED RESOLUTION:

BE IT RESOLVED THAT Robert W. R. Bishop, C.P.A. be and is hereby appointed as the public accountant of the Corporation to hold office until the close of the next annual meeting of the Corporation and that the directors be and are hereby authorized to fix the remuneration of the public accountant.

7. Election of Directors (Jagrup Bains)

The following four directors' terms are expiring at the close of this meeting:

- Julia Aspinall
- Chris Murray
- Tom Samplonius
- Darin Young (also served as Vice Chair)

The following individuals have each been nominated to stand for election as directors at this year's annual meeting of members for two-year terms:

- Tom Samplonius
- Darin Young

BE IT RESOLVED THAT the following individuals be, and are hereby, nominated to hold office as directors of the Corporation, with each such nominee to hold office as a director until the close of 2024 meeting of members of the Corporation, subject to the provisions of the General By-law of the Corporation:

- Tom Samplonius
- Darin Young

8. Ratification of Director Actions (Scott Jamieson)

PROPOSED RESOLUTION:

BE IT RESOLVED THAT all contracts, acts and proceedings of the directors made since the 2021 annual meeting of the Corporation are approved and confirmed.

9. Adjournment (Scott Jamieson)

PROPOSED RESOLUTION:

BE IT RESOLVED THAT the 2022 annual meeting of members of the Corporation is hereby adjourned.

By Order of the Board.