



**BOISE
BREWING**

Agenda

Agenda for the Annual Meeting of Shareholders of Bogus Brewing Inc., to be held virtually via Zoom, on Thursday, October 29, 2020, beginning at 8:00 p.m.

- 1. Introduction** – Collin Rudeen
- 2. Formal Meeting** – Collin Rudeen
 - a. Call to Order**
 - b. Item of Business** – Election of Directors
 - i. Voting and Tabulation**
- 3. Annual report to Shareholders regarding the general condition of the Company** – Collin Rudeen
- 4. Adjournment**

**RULES AND PROCEDURES
FOR
ANNUAL MEETING OF SHAREHOLDERS OF BOGUS BREWING INC.
OCTOBER 29, 2020**

The October 29, 2020, Annual Meeting of Shareholders of Bogus Brewing Inc. (the “**Corporation**”) will be conducted in accordance with these rules and procedures. Any matter not covered will be handled in accordance with the Corporation’s Articles of Incorporation, Bylaws and applicable law.

1. The meeting will be held at the time and place set forth in the Notice of Annual Meeting of Shareholders sent to the shareholders. The President of the Corporation will preside at the meeting. The Secretary of the Corporation must create and maintain a written record of the meeting and the business conducted. This record must include a list of persons in attendance, the number of shares represented at the meeting by the holder or by proxy, the names of persons nominated for director, and the votes cast in favor of each director candidate.

2. Attendance will be limited to shareholders of the Corporation, holders of proxies authorizing them to vote for a shareholder at the meeting, officers and directors of the Corporation, and guests of officers and directors of the Corporation. All others may be excluded from the meeting at the discretion of the presiding officer.

3. Shareholders are not required to attend meetings, but they are encouraged to do so unless they have voted by proxy in advance. Shareholders who have voted by proxy may nevertheless attend the meeting and have the right to change the vote that would otherwise be cast for them by proxy. A proxy may be revoked, and the shareholder’s vote changed, only if the shareholder states his or her intention to do so before the vote is taken on the matter subject to a vote.

4. The agenda of the meeting will be set by the Corporation’s Board of Directors and a written copy delivered to the shareholders and proxy holders attending the meeting no later than the commencement of the meeting. Unless otherwise resolved at the meeting, the meeting must proceed in accordance with the agenda. Business may not be brought at this meeting unless it appears on the Notice of Annual Meeting of Shareholders.

5. The only persons authorized to speak during the meeting are shareholders of the Corporation, holders of proxies authorizing the holder to vote on behalf of a shareholder of the Corporation, officers and directors of the Corporation, and guests of officers and directors. All persons speaking will be asked to identify themselves, and to identify any shareholders for whom they hold proxies.

6. Discussion during the meeting will be limited to the current agenda items. A limit on the number of minutes a shareholder or proxy holder may speak on an agenda item may be specified in the agenda. At the discretion of the presiding officer, those who have spoken on an item may be given a second opportunity to speak on the item by way of rebuttal to comments made by others. The time limit for any rebuttal will be set by the presiding officer.

7. The presiding officer may end the discussion of an agenda item and proceed to a vote when the officer deems it appropriate. The presiding officer will appoint persons to check and record the ballots. The results of the voting must be announced at the meeting and placed on record.

8. Except as otherwise provided in the Corporation’s Articles of Incorporation, Bylaws or applicable law, a director candidate will not be elected unless he or she receives a plurality of votes cast by the holders of the shares entitled to vote at the meeting that are represented by the shareholders or their proxies.

9. The use of cameras and sound recording equipment is prohibited, except by employees of the Corporation who may use such equipment to create a record of the meeting.