



**DIXIE BRANDS INC.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

To the shareholders of Dixie Brands Inc. (the "**Corporation**"):

**NOTICE IS HEREBY GIVEN** that the Annual and Special Meeting (the "**Meeting**") of the shareholders of the Corporation will be held on June 18, 2019 at 9:30 a.m. (Mountain Standard Time) at 4990 Oakland Street, Denver, Colorado for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended December 31, 2018, together with the auditor's report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors to fix the remuneration of the auditor;
4. to consider and, if deemed appropriate, approve with or without amendment an ordinary resolution approving the omnibus equity incentive plan of the Corporation, as more fully described in the information circular in respect of the Meeting (the "**Circular**"); and
5. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular.

Only shareholders of record of subordinate voting shares and non-participating voting shares of the Corporation at the close of business on May 17, 2019 are entitled to notice of and to attend the Meeting or any adjournments thereof and to vote thereat.

Registered holders of subordinate voting shares of the Corporation who are unable to be present at the Meeting are requested to date and sign the enclosed form of proxy and return it to National Securities Administrators Ltd., 760 – 777 Hornby Street, Vancouver, BC V6Z 1S4 AST by no later than 9:00 a.m., Mountain Standard Time, on Friday June 14, 2019, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.

Non-registered beneficial shareholders should follow the instructions of their intermediaries in order to vote their shares.

DATED as of the 17<sup>th</sup> day of May, 2019.

*"Charles Smith"*

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Charles Smith  
Chief Executive Officer,  
Dixie Brands Inc.