

DIXIE BRANDS INC.

**NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON TUESDAY, JULY 14, 2020**

You are receiving this notification because Dixie Brands Inc. (the "**Corporation**") has opted to use the "notice and access" model for the delivery of its management information circular (the "**Information Circular**") to the holders (the "**Shareholders**") of subordinate voting shares and non-participating voting shares in the capital of the Corporation in respect of its annual and special meeting of Shareholders to be held on Tuesday, July 14, 2020 (the "**Meeting**").

Under "notice and access" instead of receiving paper copies of the Information Circular, Shareholders are receiving this notice with information on how to access the Information Circular electronically. Shareholders will also be receiving a proxy or voting instruction form, as applicable, together with this notification to use to vote at the Meeting.

The use of this alternative means of delivery is more environmentally friendly and more economical. It reduces the Corporation's paper use and it also reduces the Corporation's printing and mailing costs.

MEETING DATE AND LOCATION

WHEN:	Tuesday, July 14, 2020 11:00 a.m. (Mountain Daylight Time)	WHERE:	4990 Oakland Street Denver, Colorado, 80239 (in person)
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Due to restrictions in place related to the ongoing COVID-19 outbreak, shareholders and guests might not be permitted to physically attend the Meeting or may have difficulty travelling to attend the Meeting. Shareholders are encouraged to exercise their voting rights by mail, fax or internet in advance of the Meeting.

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

- **FINANCIAL STATEMENTS:** to receive the financial statements of the Corporation for the fiscal year ended December 31, 2019, together with the auditor's report thereon. See section entitled "*Audited Financial Statements*" in the Information Circular.
- **TRANSACTION:** to approve, with or without amendment, an ordinary resolution approving the transaction between the Corporation and BR Brands, LLC (the "**Transaction**"). See section entitled "*Business to be Transacted at the Meeting – The Transaction*" in the Information Circular.
- **ELECTION OF DIRECTORS:** to elect the directors of the Corporation for the ensuing year and, subject to and conditional on the completion of the Transaction, to elect the directors of the Corporation as it exists immediately following the completion of the Transaction (the "**Resulting Issuer**") for the ensuing year. See the section entitled "*Business to be Transacted at the Meeting – Election of Directors*" in the Information Circular.
- **APPOINTMENT OF AUDITORS:** to appoint MNP LLP as auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled "*Business to be Transacted at the Meeting – Appointment of Auditors*" in the Information Circular.
- **CONTINUANCE TO BRITISH COLUMBIA, CANADA:** to approve, with or without amendment, a special resolution approving the continuance of the Corporation's corporate existence from the *Business Corporations Act* (Ontario) to the *Business Corporations Act* (British Columbia). See the section entitled "*Business to be Transacted at the Meeting – Continuance under the Business Corporations Act (British Columbia)*" in the Information Circular.

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- **NAME CHANGE:** to approve, with or without amendment, but subject to and conditional on the completion of the Transaction, a special resolution authorizing the change of the Corporation's name to "BR Dixie Brands Holdings Inc.", or such other name as the directors may in their sole discretion determine. See section entitled "*Business to be Transacted at the Meeting – Approval of Name Change*" in the Information Circular.
- **APPROVAL OF EQUITY INCENTIVE PLAN:** to approve the omnibus equity incentive plan of the Corporation. See the section entitled "*Business to be Transacted at the Meeting – Omnibus Equity Incentive Plan*" in the Information Circular.
- **OTHER BUSINESS:** to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.

WEBSITES WHERE THE INFORMATION CIRCULAR IS POSTED:

The Information Circular can be viewed online under the Corporations profile at www.sedar.com or on the transfer agent's website at <http://www.eproxy.ca/Dixie/2020AGM/index.html>

The Financial Statement Request Card is included with the proxy and voting instruction form.

HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR

Shareholders may request paper copies of the Information Circular and other meeting materials, including the audited consolidated financial statements of the Corporation for the year ended December 31, 2019 and the report of the auditors thereon and related Management's Discussion and Analysis, by first class mail, courier or the equivalent at no cost to the shareholder. Requests by email to proxy@transferagent.ca or by calling toll-free at **1-888-787-0888**. Requests may be made up to one year from the date the Information Circular was filed on SEDAR.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received **no later than July 7, 2020**. The Information Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request. **Requests must be made by email to proxy@transferagent.ca or by calling toll-free at 1-888-787-0888.**

VOTING

YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on your proxy, which is by 9:00 a.m. (Pacific Daylight Time) on Friday, July 10, 2020:

INTERNET:	Go to www.eproxy.ca and follow the instructions.
EMAIL:	Email to proxy@transferagent.ca .
FACSIMILE:	Fax to National Securities Administrators Ltd. at 604-559-8908.
MAIL:	Complete the form of proxy or any other proper form of proxy, sign it and mail it to: National Securities Administrators Ltd. Suite 702, 777 Hornby Street, Vancouver, BC V6Z 1S4

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Beneficial Holders are asked to return their Voter Information Card using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

- INTERNET:** Go to www.eproxy.ca and follow the instructions.
MAIL: Complete the voting instruction form, sign it and mail it in the envelope provided.

Shareholders with questions about notice and access can call toll free at 1-888-787-0888.