

# DIXIE BRANDS INC.

Security Class: Subordinate Voting Shares

## FORM OF PROXY

**Annual General & Special Meeting to be held on Tuesday, July 14, 2020**

**This Form of Proxy is solicited by and on behalf of Management.**

### Notes to proxy

**Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).**

If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.

This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.

If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

**If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**

This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.

This proxy should be read in conjunction with the accompanying documentation provided by Management.

**Proxies submitted must be received by 9:00 a.m., Pacific Daylight Time, on July 10, 2020, 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.**

VOTING METHODS	
MAIL or HAND DELIVERY	National Securities Administrators Ltd. 702 – 777 Hornby Street Vancouver, BC V6Z 1S4
FACSIMILE – 24 Hours a Day	604-559-8908
EMAIL	proxy@transferagent.ca
ONLINE	As listed on Form of Proxy or Voter Information Card

**If you vote by FAX or EMAIL, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

**Voting by mail, fax or by email** are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy.

# DIXIE BRANDS INC.

## Appointment of Proxyholder

I/We, being holder(s) of **DIXIE BRANDS INC.** hereby appoint: **Charles Smith**, Chief Executive Officer, or, failing him, **C.J. Chapman**, General Counsel and Secretary.

OR **Print the name of the person you are appointing if this person is someone other than the Management Nominee listed herein.**

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of **DIXIE BRANDS INC.** (the "Company") to be held at 11:00 a.m. (Mountain Daylight Time) on July 14, 2020, and at any adjournment or postponement thereof.

All shareholders should refer to the accompanying management information circular. All capitalized terms used herein and not otherwise defined herein have the meaning ascribed to them in the accompanying management information circular (the "**Circular**").

**VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.**

### 1. Election of Directors

#### Original Slate

i) **Charles Smith**

**For**

**Withheld**

ii) **Brian Graham**

iii) **Melvin Yellin**

iv) **Dan Phaure**

#### Resulting Issuer Slate

**For**

**Withheld**

i) **Charles Smith**

ii) **Brian Graham**

iii) **Andrew Schweibold**

iv) **Jonathan Rosenthal**

v) **Satyavrat Joshi**

### 2. Appointment of Auditor

To appoint **MNP LLP** as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration.

**For**

**Withheld**

### 3. Equity Incentive Plan

To approve the omnibus equity incentive plan of the Company, as more particularly described in the Circular.

**For**

**Against**

### 4. Transaction

To approve, with or without amendment, an ordinary resolution approving the transaction between the Company and BR Brands, LLC (the "**Transaction**"), as more particularly described in the Circular.

**For**

**Against**

### 5. 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 Company's name to "BR Dixie Brands Holdings Inc.", or such other name as the directors may in their sole discretion determine, as more particularly described in the Circular.

**For**

**Against**

# DIXIE BRANDS INC.

## 6. Continuance to British Columbia

To approve, with or without amendment, a special resolution approving the continuance of the Company's corporate existence from the *Business Corporations Act* (Ontario) to the *Business Corporations Act* (British Columbia), as more particularly described in the Circular.

**For**

**Against**

## 7. Other Business

To transact such other business as may properly come before the meeting or any adjournments thereof.

**For**

**Against**

**Authorized Signature(s) – This section must be completed for your instructions to be executed.**

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

**Signature(s)**

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**Print Name(s) & Signing Capacity(ies), if applicable**

**Date (MM-DD-YY)**

**THIS PROXY MUST BE DATED**

