



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 July 14, 2020 at 11:00 a.m. (Mountain Daylight Time) at 4990 Oakland Street, Denver, Colorado, 80239 for the following purposes:

1. to receive the financial statements of the Corporation for the fiscal year ended December 31, 2019, together with the auditor's report thereon;
2. to appoint the auditor of the Corporation for the ensuing year and to authorize the directors to fix the remuneration of the auditor;
3. to consider and, if deemed appropriate, approve with or without amendment, an ordinary resolution approving the transaction between the Corporation and BR Brands, LLC (the "**Transaction**"), as more particularly described in the information circular in respect of the Meeting (the "**Circular**");
4. 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, as more particularly described in the Circular;
5. to consider and, if deemed appropriate, approve with or without amendment, an ordinary resolution approving the omnibus equity incentive plan of the Corporation, and, subject to and conditional on the completion of the Transaction, of the Resulting Issuer, as more particularly described in the Circular;
6. to consider and, if deemed appropriate, 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, as more particularly described in the Circular;
7. to consider and, if deemed appropriate, 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), as more particularly described in the Circular; and

8. 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 June 4, 2020 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., 702 – 777 Hornby Street, Vancouver, BC V6Z 1S4 AST by no later than 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.

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

DATED as of the 8th day of June, 2020.

"Charles Smith"

Charles Smith
Chief Executive Officer,
Dixie Brands Inc.