

**EARLY WARNING NEWS RELEASE – ROSE MANAGEMENT GROUP, LLC**  
**HOLDINGS OF BELLROCK BRANDS INC.**

November 3, 2020 (Toronto) – This press release is being issued in connection with the filing of an early warning report (the “**Early Warning Report**”) pursuant to the requirements of National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* regarding the acquisition (the “**Acquisition**”) of common shares of BellRock Brands Inc. (formerly, Dixie Brands Inc.) (the “**Issuer**”) by Rose Management Group, LLC (“**Rose Management**”) located at 41 West Putnam Ave, Greenwich, CT 06830. The Issuer’s head office is located at 4990 Oakland Street, Denver, Colorado 80239.

On October 31, 2020, the Issuer acquired from BR Brands, LLC (“**BR Brands**”) certain equity and debt interests of BR Brands in each of BRB Mary’s Holding Corp., Edgewater Foods, Inc., Lost County, Inc., BZL Worldwide, Inc. and Eaze Technologies Inc. (the “**Contributed Interests**”). In addition, the Issuer acquired certain assets (the “**Contributed Assets**”) and liabilities (the “**Contributed Liabilities**”) of BR Brands. The Contributed Interests, the Contributed Assets, and the Contributed Liabilities were exchanged for an aggregate of 852,704,488 Common Shares (the “**Common Shares**”) of the Issuer (the “**Transaction**”). The resulting issuer has been renamed BellRock Brands Inc.

Prior to closing the Transaction, the Issuer settled certain debts owed by the Issuer or its subsidiaries to Rose Capital Fund I, LP (“**Rose Capital**”) and RSG6, LLC (“**RSG6**”) by issuing 34,094,525 Common Shares to Rose Capital and 34,094,525 Common Shares to RSG6.

The aggregate value of the 920,893,538 Common Shares issued pursuant to the Transaction is approximately US\$173,603,879 (852,704,488 Common Shares at US\$0.1938 per share, 34,094,525 Common Shares at US\$0.1203 per share and 34,094,525 Common Shares at US\$0.1246 per share).

Following the completion of the Transaction, an aggregate of 920,893,538 Common Shares were issued to BR Brands, Rose Capital and RSG6. Rose Capital is a control person of BR Brands and Rose Capital is controlled by Rose Management, who is also the manager of the Rose Capital Fund I GP, LLC and therefore, indirectly exercises control or direction over BR Brands. In addition, Rose Management also exercises control or direction over RSG6. Thus, Rose Management indirectly exercises control or direction over approximately 86.62% of the issued and outstanding Common Shares and is a “control person” of the Issuer as defined under applicable securities laws.

Immediately prior to the Transaction, Rose Management, Rose Capital, RSG6 and BR Brands had no ownership of, or exercised control or direction over, any Common Shares. Immediately after the Transaction, Rose Management indirectly exercises control or direction over an aggregate of 920,893,538 Common Shares (representing 86.62% of the issued and outstanding Common Shares on a non-diluted basis), whereby 852,704,488 Common Shares are registered to BR Brands, 34,094,525 Common Shares are registered to Rose Capital and 34,094,525 Common Shares are registered to RSG6.

Rose Management and its affiliates hold securities of the Issuer for investment purposes and do not have any current intentions to increase or decrease their beneficial ownership or control or

direction over any additional securities of the Issuer. Rose Management and its affiliates may, from time to time and depending on market and other conditions, acquire additional Common Shares and/or other equity, debt or other securities or instruments of the Issuer in the open market or otherwise, and reserve the right to dispose of any or all of the securities in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the securities, the whole depending on market conditions, the business and prospects of the Issuer and other relevant factors, the whole in compliance with applicable securities laws.

The Early Warning Report will be filed by Rose Management in accordance with applicable securities laws. To obtain a copy of the Early Warning Report, please contact Jillian Scheidler, c/o Rose Management Group, LLC, 41 West Putnam Ave, Greenwich, CT 06830, Email: [jscheidler@boldrosecapital.com](mailto:jscheidler@boldrosecapital.com).