

IONIC BRANDS CORP.

NOTICE OF SPECIAL MEETING OF DEBENTUREHOLDERS

NOTICE IS HEREBY GIVEN that the special meeting (the “**Meeting**”) of holders (the “**Debentureholders**”) of 10.0% convertible secured senior debentures (the “**Debentures**”) of IONIC Brands Corp. (the “**Company**”) will be held at McMillan LLP, Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia on February 19, 2020 at 10:00 a.m. (Pacific time) for the following purposes:

1. to consider and if thought advisable, to pass, with or without variation, an extraordinary resolution (the “**Debenture Amendment Resolution**”), the full text of which is set forth in Appendix A to the accompanying Management Information Circular, approving certain amendments to the amended and restated debenture indenture dated December 20, 2019 entered into between the Company and Odyssey Trust Company; and
2. to transact such other business, including amendments to the foregoing, as may properly come before the Meeting or any adjournment or adjournments thereof.

This Notice of Meeting is accompanied by a Management Information Circular and either a form of proxy for registered Debentureholders or a voting instruction form for beneficial Debentureholders. The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Management Information Circular. The Management Information Circular is deemed to form part of this Notice of Meeting. Please read the Management Information Circular carefully before you vote on the matters to be presented at the Meeting.

The Directors of the Company have fixed the close of business on January 15, 2020 as the record date for determining Debentureholders entitled to receive notice of and to vote at the Meeting. Only Debentureholders whose names have been entered into the register of the holders of Debentures as at January 15, 2020, will be entitled to receive notice of and to vote at the Meeting in respect of such Debentures.

Registered Debentureholders are requested to date, sign and return the accompanying form of proxy for use at the Meeting whether or not they are able to attend personally. To be effective, forms of proxy must be received by Odyssey Trust Company, Attention Proxy Department, United Kingdom Building, 323-409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2, before 5:00 pm (Pacific time) on February 14, 2020 or no less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjournment thereof.

All non-registered Debentureholders who receive these materials through a broker or other intermediary should complete and return the materials in accordance with the instructions provided to them by such broker or intermediary.

DATED at Tacoma, Washington, as of this 21st day of January 2020.

By order of the Board of Directors

“John Gorst”

John Gorst
Chief Executive Officer