



Xebra Brands Ltd  
1090 Hamilton Street  
Vancouver, BC, V6B 2R9

February 27, 2020

To: Desart Mx S.A. de C.V.;  
And to: The Shareholders of Desart

This letter will serve to set out our agreement with respect to certain amendments to that Share Exchange Agreement (the "S.E.A.") dated January 10, 2020 between Xebra Brands Ltd. ("Xebra"), Desart Mx S.A. de C.V. ("Desart") and the shareholders of Desart (the "Shareholders").

In this regard we confirm that, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, we have agreed to amend the S.E.A. as follows:

1. By deleting section 8.1 in its entirety;
2. By deleting section 8.2 and replacing it with the following:

**8.2 Listing.** It is acknowledged that it is intended to take such steps as shall be necessary to cause the shares of Xebra, directly or indirectly, to be listed on a recognized stock exchange or trading facility (the "Listing"), and in this regard the Parties agree to take such actions and execute such documents as shall be deemed necessary to give effect to such Listing including, without limiting, the generality of the foregoing, executing such form of escrow agreement restricting the transfer of such of the Consideration Shares and Bonus Shares as applicable, as may be required as a condition of Listing. If the Listing has not been completed within four months of the grant of the Cannabis Amparo by the Supreme Court of Mexico (the "Listing Deadline") then the Shareholders shall have until 11:59 PM Vancouver time on that date which is 2 days following the Listing Deadline to elect to terminate this Agreement (the "Listing Termination") by notice in writing signed by Caso in his capacity of shareholder representative, failing which the Shareholders shall be conclusively deemed to waive their right to terminate this Agreement under this section. Upon the Listing Termination, Xebra shall return the Desart Shares to the Shareholders. The Shareholders shall not be obligated to return the Consideration Shares nor the Cash Consideration, but will be required to return 45,000,000 of the 48,000,000 Bonus Shares to Xebra. Notwithstanding the generality of the foregoing, if the Listing Deadline occurs during the months of June, July or August then it shall be deemed to have been extended to September 30.

We further agree that the S.E.A., amended as provided herein, continues in full force and effect.

Accepting that the above accurately details your understanding of our agreement in this regard, please execute this letter where indicated and return same at your early convenience.


Yours Truly,  
Xebra Brands Inc.

  
Authorized Signatory

Acknowledged and agreed to this 27 day of February, 2020

Desart Mx S.A. de C.V.

Per

  
Authorized Signatory

The Shareholders of Desart  
By their designated representative:

  
Patricio Enrique Caso Prado