

**APPENDIX C TO NATIONAL INSTRUMENT 41-101**  
**General Prospectus Requirements**

**Non-Issuer Form of Submission to Jurisdiction and Appointment of Agent for Service of Process**

1. Name of issuer (the "Issuer"):

**Xebra Brands Ltd.**

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2. Jurisdiction of incorporation, or equivalent, of Issuer:

**Canada**

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3. Address of principal place of business of Issuer:

**1090 Hamilton Street, Vancouver, BC V6B 2R9**

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4. Description of securities (the "Securities"):

**No securities are being offered pursuant to this prospectus**

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5. Date of the prospectus (the "Prospectus") under which the Securities are offered:

**September 30, 2021. No securities are being offered pursuant to this prospectus**

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6. Name of person filing this form (the "Filing Person"):

**Rodrigo Gallardo**

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7. Filing Person's relationship to Issuer:

**Officer / Mexico Country Manager**

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8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:

**Mexico**

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9. Address of principal place of business of Filing Person:

**Avenida de las Torres 446, casa 27, Colonia San Jose del Olivar, C.P. 01780 Mexico City, Mexico**

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10. Name of agent for service of process (the "Agent"):

**McMillan LLP of Royal Centre**

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11. Address for service of process of Agent in Canada (the address may be anywhere in Canada):

**1055 West Georgia Street, Suite 1500, Vancouver, British Columbia V6E 4N7**

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12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the "Proceeding") arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.

13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of

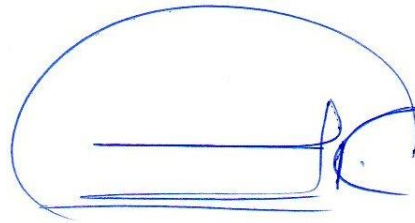
- (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces of Canada in which the securities are distributed under the Prospectus; and

(b) any administrative proceeding in any such province,

in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.

- 14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process in this form at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
- 15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
- 16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of British Columbia.

Dated: September 30, 2021



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Signature of Filing Person

Rodrigo Gallardo  
Print name of person signing and, if the Filing Person is not an individual, the title of the person

**AGENT**

The undersigned accepts the appointment as agent for service of process of Rodrigo Gallardo under the terms and conditions of the appointment of agent for service of process stated above.

Dated: September 30, 2021



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Signature of Agent