

XEBRA BRANDS LTD.
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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of class A common shares (the “**Shares**”) of Xebra Brands Ltd. (the “**Company**”) will be held virtually at the following web link: <https://meetnow.global/MHG AJ4N> on November 7, 2023 at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive and consider the financial statements of the Company for the years ended February 28, 2023 and 2022 and the report of the auditors thereon;
2. to set the size of the board of directors at seven (7);
3. to elect the directors of the Company for the ensuing year;
4. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider, and if thought advisable, to approve, with or without variation, an ordinary resolution of disinterested shareholders to: (i) ratify and approve a private placement offering of units of the Company, and (ii) authorize and approve a private placement offering of convertible debentures of the Company that will Materially Affect Control of the Company (as such term is defined by the policies of the Canadian Securities Exchange), all as more particularly described in the Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular (the “**Circular**”).

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is September 28, 2023 (the “**Record Date**”). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Voting

A Shareholder may attend the Meeting virtually or may be represented by proxy. Shareholders who wish to participate in the Meeting may access the virtual meeting platform at URL: <https://meetnow.global/MHG AJ4N>.

Registered Shareholders and duly appointed proxyholders can participate in the meeting by clicking “**Shareholder**” and entering a Control Number or an Invite Code before the start of the meeting. Registered Shareholders: the 15-digit control number is located on the Form of Proxy or in the email notification you received. Duly appointed proxyholders: Computershare Investor Services Inc. (“**Computershare**”) will provide the proxyholder with an Invite Code by email after the voting deadline has passed.

Attending and voting at the Meeting will only be available for Registered Shareholders and duly appointed proxyholders. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his/her/its broker; however, a beneficial

Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Shares in that capacity. Non-Registered Shareholders who have not appointed themselves as proxyholders to participate and vote at the meeting may login as a guest, by clicking on “**Guest**” and complete the online form; however, they will not be able to vote or submit questions.

If you are a non-registered holder of Shares and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein

Participants should join at least ten (10) minutes prior to the scheduled start time. Shareholders will have an equal opportunity to participate at the Meeting through this method regardless of their geographic location. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof virtually or in person, as applicable, are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. To be effective, the enclosed form of proxy must be mailed or faxed so as to reach or be deposited with Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, voted by telephone at 1-866-732-VOTE (8683), or voted online at www.investorvote.com not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set Information on how non-registered (or beneficial) Shareholders may cast their vote is also described in greater detail in the Circular.

Shareholders are reminded to review the Circular before voting.

DATED this 28th day of September, 2023.

**BY ORDER OF THE BOARD OF
DIRECTORS**

“Jay Garnett”

Jay Garnett
Chief Executive Officer and Director