



JONES SODA CO.
66 South Hanford Street, Suite 150
Seattle, Washington 98134

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 16, 2022
9:00 A.M.**

Dear Shareholders:

You are cordially invited to attend the annual meeting of shareholders (the “Annual Meeting”) of Jones Soda Co. (the “Company,” “we,” “us,” or “our”) which will be held at 9:00 a.m. Seattle time on Monday, May 16, 2022. The Annual Meeting will be an entirely virtual meeting. That means you can attend the Annual Meeting online via a live webcast on the Internet, vote your shares electronically and submit questions during the Annual Meeting by visiting <http://www.virtualshareholdermeeting.com/JSDA2022>. We have adopted a virtual format for our Annual Meeting to provide a consistent experience to all shareholders regardless of location, and to support the health and well-being of our employees and shareholders due to the public health impact of the coronavirus pandemic (COVID-19). Only shareholders who owned stock at the close of business on the record date, March 28, 2022, are entitled to receive notice and to vote at the Annual Meeting, or any adjournments of the Annual Meeting that may take place. At the Annual Meeting, you will be asked to consider and act upon the following matters:

1. To elect six directors to serve for a one-year term to expire at the 2023 annual meeting of shareholders;
2. To approve an amendment to the Company’s Articles of Incorporation to increase the number of authorized shares of the Company’s common stock from 100,000,000 shares of common stock to 800,000,000 shares of common stock;
3. To approve the Company’s 2022 Omnibus Equity Incentive Plan;
4. To approve, on an advisory basis, the Company’s 2021 named executive officer compensation;
5. To ratify the appointment of Armanino LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022;
6. To recommend, by non-binding vote, the frequency of future advisory votes on executive compensation; and
7. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The Company’s Board of Directors has fixed the close of business on March 28, 2022 as the record date for a determination of shareholders entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” THE COMPANY NOMINATED DIRECTORS DESCRIBED IN THE PROXY STATEMENT, “FOR” APPROVAL OF THE AMENDMENT TO THE COMPANY’S ARTICLES OF INCORPORATION, “FOR” APPROVAL OF THE 2022 OMNIBUS EQUITY INCENTIVE PLAN, “FOR” APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION PAID TO THE COMPANY’S 2021 NAMED EXECUTIVE OFFICERS, “FOR” RATIFICATION OF THE APPOINTMENT OF ARMANINO LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AND VOTE “ONE YEAR” FOR THE FREQUENCY FOR HOLDING THE SAY-ON-PAY VOTE.

Each of these items of business is more fully described in the Proxy Statement.

Internet Availability of Proxy Materials – In accordance with applicable Securities and Exchange Commission rules, we are making our proxy materials, including the Proxy Statement and the related proxy as well as our annual report to security holders (which is not a part of our proxy solicitation materials), available over the Internet at <https://www.jonessoda.com/pages/sec>. Please read the Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held by Virtual Meeting on May 16, 2022 (the “Notice of Internet Availability”) and Proxy Statement for more information on this alternative, which we

believe will allow us to provide shareholders with the information they need while lowering the costs of delivering the Proxy Statement and related materials and reducing the environmental impact of the Annual Meeting.

By the Order of the Board of Directors

/s/ Paul Norman

Paul Norman

Chairman of the Board of Directors

Seattle, Washington
Dated: April 1, 2022

Please note that in order to attend and vote at the Annual Meeting via live webcast, shareholders will need to access the website at www.virtualshareholdermeeting.com/JSDA2022 and input the unique 16-digit control number assigned to such shareholder, as set forth on the shareholder's proxy card or the Notice of Internet Availability.