CE BRANDS INC.

BYLAWS

These are bylaws relating generally to the business and affairs of CE Brands Inc. (the "**Corporation**").

1.0 Meetings of Shareholders

1.1 A registered holder or beneficial owner of common shares in the capital of the Corporation (a "**Shareholder**") or any other person entitled to attend a meeting of Shareholders may participate in the meeting by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear or otherwise communicate with each other and a person participating in a meeting by those means is deemed to be present at that meeting.

1.2 If the directors of the Corporation (the "**Directors**") or the Shareholders call a meeting of Shareholders, the Directors or the Shareholders, as the case may be, may determine that the meeting is to be held entirely by electronic means, telephone or other communication facility that permits all participants to communicate adequately with each other during the meeting.

1.3 A quorum of Shareholders is present at a meeting of Shareholders if two or more holders of not less than 5% of the shares entitled to vote at the meeting are present in person or represented by proxy.

2.0 Nomination of Directors

2.1 If a Shareholder wishes to nominate a person to be a Director, then the Shareholder must satisfy the following requirements:

(a) The nomination must be made by the Shareholder at an annual meeting of Shareholders or special meeting of shareholders at which one of the items of business to be transacted is the election of Directors.

(b) The nomination must be made by the Shareholder pursuant to a proposal under section 136 of the *Business Corporations Act* (Alberta) (the "**Act**"), a requisition under section 142 of the Act, or in accordance with the following advance notice procedures:

(i) The Shareholder must give timely notice of the nomination to the Secretary of the Corporation. To be timely, the notice must be made (A) in the case of an annual meeting of Shareholders, not less than 30 or more than 65 days prior to the date of the annual meeting; and (B) in the case of a special meeting of Shareholders (but not an annual and special meeting) at which one of

the items of business to be transacted is the election of Directors, not later than 15 days following the day on which the first public announcement of the date of the special meeting was made.

(ii) The notice contemplated by paragraph (i) must state the information about the nominee that a dissident would be required under the Act and applicable securities legislation to disclose in a dissident's proxy circular in connection with the solicitation of proxies for the election of Directors.

(iii) The notice contemplated by paragraph (i) must also state (A) the information about the Shareholder making the nomination that a dissident would be required under the Act and applicable securities legislation to disclose in a dissident's proxy circular in connection with the solicitation of proxies for the election of Directors, (B) the number of securities of each class of voting securities of the Corporation that the Shareholder beneficially owns, or controls or directs, directly or indirectly, at the date of the notice and at the record date of the meeting of Shareholders (if such record date is known to the Shareholder and has already occurred).

(iv) The notice contemplated by paragraph (i) must be delivered via personal service to the Secretary at the registered office of the Corporation. The notice will be deemed to be effective when the Secretary receives it. The Secretary will be deemed to have received it at the time and date indicated on the signed receipt for the notice or, if it cannot be delivered because of a disruption in delivery outside of the control of the Shareholder or the Corporation, then upon that inability to deliver. If the Secretary receives the notice after 4:00 p.m. (Mountain Time) on a day that is not a business day (i.e., a day other than a Saturday, Sunday, or statutory holiday, when banks are generally open for the transaction of business in Calgary), then the notice will be deemed to have been received by the Secretary at 9:00 a.m. (Mountain Time) on the next business day.

2.2 A person is disqualified from being nominated for election as a Director if he or she (a) has ever received any compensation or payment, from any person, other than the Corporation, in connection with his or her nomination for election, or service, as a Director, or (b) is or has ever been a party to any agreement, commitment or understanding with any person, other than the Corporation, for compensation or payment, in connection with his or her nomination for election, or service, as a Director.

2.3 The Directors may, in their sole discretion, unanimously waive any requirement of this article 2.0.

3.0 Meetings of Directors

3.1 Any Director may convene a meeting of the Directors.

3.2 Any Director who convenes a meeting of the Directors shall notify the other Directors of the time, date, and location of the meeting not later than 48 hours before the meeting is scheduled to begin. The notice need not specify the purpose or the business to be transacted at the meeting unless the meeting involves a matter referred to in section 115(3) of the Act.

3.3 A Director may participate in a meeting or committee of Directors by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Director participating in a meeting by those means is deemed to be present at that meeting.

3.4 A majority of the Directors constitutes a quorum at any meeting of the Directors (unless there are less than three Directors, in which case all of the Directors constitute a quorum) and, notwithstanding any vacancy among the Directors, a quorum may exercise all the powers of the Directors.

3.5 If there is an equality of votes at a meeting of the Directors, and a Chair has been appointed in accordance with section 4.1, the Chair will, in addition to his or her original vote, have a second or casting vote.

4.0 Appointment of Officers

4.1 If there are three or more Directors, the Directors shall appoint from among themselves a Chair. The Chair (if any) shall, if present, preside at all meetings of the Directors and all meetings of the Shareholders, and perform such other duties as the Directors may from time to time assign to that office.

4.2 The Directors shall appoint a President. The President shall be the chief executive officer of the Corporation (except as may otherwise be specified by the Directors) and shall, subject to the direction of the Directors, administrate and manage the business and affairs of the Corporation. If the President is also a Director, then in the absence of the Chair (if any), the President shall, when present, preside at all meetings of the Directors and all meetings of the Shareholders, and perform such other duties as the Directors may from time to time assign to that office.

4.3 The Directors shall appoint a Secretary. The Secretary shall give or cause to be given notices for all meetings of Directors and all meetings of Shareholders when directed to do so, maintain the records contemplated by sections 21(1), 21(3) and 21(5) of the Act, and perform such other duties as the Directors may from time to time assign to that office.

5.0 Indemnification of Directors and Officers

5.1 Except in respect of an action by or on behalf of the Corporation to procure a judgment in its favour, the Corporation shall indemnify any Director or officer of the Corporation, any former Director or officer of the Corporation or any person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and the Director or officer's heirs and legal representatives,

against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director or officer in respect of any civil, criminal or administrative action or proceeding to which the Director or officer is made a party by reason of being or having been a Director or officer of that Corporation or body corporate, if:

(a) the Director or officer acted honestly and in good faith with a view to the best interests of the Corporation; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or officer had reasonable grounds for believing that the Director or officer's conduct was lawful.

5.2 The Corporation shall, with the approval of the Court, indemnify a person referred to in section 5.4 in respect of an action by or on behalf of the Corporation to procure a judgment in its favour, to which the person is made a party by reason of being or having been a Director or an officer of the Corporation, against all costs, charges and expenses reasonably incurred by the person in connection with the action if the person fulfils the conditions set out in sections 5.1(a) and 5.1(b).

5.3 Notwithstanding anything in these bylaws, a person referred to in this section 5 is entitled to indemnity from the Corporation in respect of all costs, charges and expenses reasonably incurred by the person in connection with the defence of any civil, criminal or administrative action or proceeding to which the person is made a party by reason of being or having been a Director or officer of the Corporation, if the person seeking indemnity was substantially successful on the merits in the person's defence of the action or proceeding, fulfils the conditions stated in sections 5.1(a) and 5.1(b), and is fairly and reasonably entitled to indemnity.

5.4 The Corporation shall advance funds to a person in order to defray the costs, charges and expenses of a proceeding referred to in section 5.1 or 5.2, but if the person does not meet the conditions of section 5.3, he or she must repay the funds advanced.

5.5 The Corporation may purchase and maintain insurance for the benefit of any person referred to in section 5.1 against any liability incurred by the person:

(a) in the person's capacity as a Director or officer of the Corporation, except when the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation; or

(b) in the person's capacity as a Director or officer of another body corporate if the person acts or acted in that capacity at the request of the Corporation, except when the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the body corporate.

6.0 General

6.1 If any provision of these bylaws is held to be unenforceable, then that provision will be construed by modifying it to the minimum extent necessary to make it enforceable, unless such modification is not permitted by law, in which case that provision will be disregarded. If an unenforceable provision is modified or disregarded in accordance with this article 6.0, the rest of the bylaw will remain in effect as written, and the unenforceable provision will remain as written in any circumstances other than those in which the provision is held to be unenforceable.

These bylaws are to be interpreted in accordance with, and any proceedings arising out of these bylaws are to be governed by, the laws of the Province of Alberta.

Dated January 31, 2019.

(signed) "David Henderson"	*(signed) "Joanne Hruska"*
David Henderson President, Chief Executive Officer, and Chief Financial Officer	Joanne Hruska Corporate Secretary