

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company

Aegis Brands Inc. (the “Company”)
5195 Airport Road, #630
Mississauga, Ontario
L4V 1T1

Item 2 – Date of Material Change

September 24, 2020

Item 3 – News Release

A news release was issued by the Company on September 25, 2020 through the newswire services of Canadian Newswire and was filed on the System for Electronic Document Analysis and Retrieval (“SEDAR”). A copy of the press release is attached hereto as Schedule A and incorporated by reference herein.

Item 4 – Summary of Material Change

On September 24, 2020, at its Annual and Special Meeting of Shareholders, the Company passed, among other resolutions, a special resolution to amend the Company’s articles to change the name of the Company from “The Second Cup Ltd.” to “Aegis Brands Inc.” The full text of the resolution that was passed is set forth in Appendix “C” to the Management Information Circular dated August 24, 2020 (the “MIC”), a copy of which has been filed on SEDAR. Following the approval by Shareholders of the change of name, articles of amendment were filed by the Company, a copy of which is available on SEDAR.

Item 5 – Full Description of Material Change

A full description of the material change is set forth in Schedule A hereto and in Appendix “C” to the MIC.

Item 6 – Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 – Omitted Information

None.

Item 8 – Executive Officer

The following executive officer of the Company is knowledgeable about the material change and this report:

Steven Pelton
President and Chief Executive Officer
905-362-1826

Item 9 – Date of Report

September 25, 2020

SCHEDULE A



Aegis Brands Reports Voting Results of 2020 Annual and Special Meeting of Shareholders, Including Approval of Name Change to Aegis Brands Inc.

MISSISSAUGA, ON, September 25, 2020 /CNW/ - Aegis Brands Inc. (“Aegis Brands” or the “Corporation”) (TSX: SCU) (formerly, The Second Cup Ltd.) announced today that all the resolutions put to shareholders at the Corporation’s Annual and Special Meeting (the “Meeting”) held virtually on September 24, 2020 were duly passed. The results for each of the matters voted upon at the Meeting are set out below.

All nominees listed in the Corporation’s Management Information Circular dated August 24, 2020, were elected as directors of the Corporation. The Corporation received proxies and virtual votes at the Meeting for each of the nominees as follows:

Nominee	# Votes for	% Votes for	# Votes withheld	% Votes withheld
Michael Bregman	8,105,595	93.89%	527,488	6.11%
Stephen Kelley	8,143,925	94.33%	489,158	5.67%
Melinda Lee	8,104,505	93.88%	528,578	6.12%
Alton McEwen	8,104,195	93.87%	528,888	6.13%
Steve Pelton	8,543,495	98.96%	89,588	1.04%
Alan Simpson	8,103,895	93.87%	529,188	6.13%
Michael Serruya	8,550,495	99.04%	82,588	0.96%
Aaron Serruya	8,549,995	99.04%	83,088	0.96%

Aegis Brands also reported that (i) the resolution approving the reappointment of PricewaterhouseCoopers LLP as the Corporation’s auditor (ii) the resolution approving the Corporation’s Amended and Restated Stock Option Plan, (iii) the resolution ratifying the awards of stock options issued under the Corporation’s Amended and Restated Stock Option Plan, and (iv) the special resolution approving the amendment of the Corporation’s articles to change the Corporation’s name from “The Second Cup Ltd.” to “Aegis Brands Inc.” were each approved by the affirmative vote of 99.86%, 99.32%, 99.30%, and 99.67%, respectively, of the votes represented at the Meeting.

“Aegis Brands has an incredible competitive advantage: Second Cup’s 45 years of leadership in the Canadian foodservice industry. Today, we’re building on that foundation to create a family of powerhouse brands that will thrive with access to the shared services – and shared expertise – that Aegis can provide. Bridgehead, Second Cup and Hemisphere Cannabis Co. are poised for great things. And they’re better because they’re together, working collectively to grow and succeed,” said Steven Pelton, CEO of Aegis Brands.

Pelton continued: “The last seven months have unfolded in a way that none us could ever have imagined. And yet the strength of the entire Aegis team – from the baristas in our coffee shops to the senior leaders

in our virtual board rooms – has enabled us to continue to deliver on the strategic priorities we outlined for Aegis one year ago: the growth of Second Cup through non-traditional channels, retail cannabis opportunities and strategic acquisitions.”

Following the shareholders’ approval of the change of name, the Corporation filed articles of amendment, a copy of which can be found at www.sedar.com. The Corporation’s common shares are expected to soon trade on the Toronto Stock Exchange under the new name and the new TSX ticker symbol “**AEG**”. Each existing certificate reflecting the Corporation’s prior name will continue to represent a valid certificate until such certificate is transferred, re-registered or otherwise exchanged. The Corporation’s full report of voting results on matters presented at the Meeting can be found at www.sedar.com.

About Aegis Brands Inc.

Founded in 1975, Aegis Brands Inc. (formerly The Second Cup Ltd.) is a Canadian specialty food and beverage retailer operating franchised and company-owned locations across Canada. Aegis Brands owns and operates the Second Cup Coffee Co. specialty coffee business as part of a portfolio of brands that also includes Bridgehead and Hemisphere Cannabis Co. For more information, please visit www.secondcup.com or www.aegisbrands.ca or find the Corporation on Facebook and Twitter. Additional information regarding Aegis Brands including required securities filings are available on our website at www.secondcup.com and on the System for Electronic Document Analysis and Retrieval website at www.sedar.com.

SOURCE Aegis Brands Inc. (formerly The Second Cup Ltd.)

Ba Linh Le, Chief Financial Officer, (905) 362-1827 or investor@secondcup.com.

Forward-looking information

This news release may contain forward-looking statements (within the meaning of applicable securities laws) relating to the business of the Company and the environment in which it operates. Forward-looking statements are identified by words such as "believe", "anticipate", "expect," "intend", "plan", "will", "may" and other similar expressions. These statements are based on the Company's expectations, estimates, forecasts and projections. The forward-looking statements in this news release are based on certain assumptions, including that the Company will be able to execute its plan, including growth in non-traditional channels and cannabis retail and through mergers and acquisitions. They are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed under the heading "Risk Factors" in the Company's annual information form available at www.sedar.com. There can be no assurance that forward-looking statements will prove to be accurate as actual outcomes and results may differ materially from those expressed in these forward-looking statements. Readers, therefore, should not place undue reliance on any such forward-looking statements. Further, a forward-looking statement speaks only as of the date on which such statement is made. The Company undertakes no obligation to publicly update any such statement or to reflect new information or the occurrence of future events or circumstances.