

**AEGIS BRANDS INC.**  
(formerly, The Second Cup Ltd.)

**Annual and Special Meeting of Shareholders  
held on September 24, 2020**

**REPORT OF VOTING RESULTS**

Pursuant to section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, this report describes the matters decided at the 2020 Annual and Special Meeting of Shareholders of Aegis Brands Inc. (formerly, The Second Cup Ltd.) (the “**Corporation**”) held on September 24, 2020. Full details of these matters are set out in the Notice of Meeting and Management Information Circular dated August 24, 2020 (the “**Circular**”), which is available under the Corporation’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**1. Election of Directors**

Each of the following individuals listed in the Circular were elected as directors of the Corporation for a term expiring at the conclusion of the next annual meeting of shareholders of the Corporation, or until their successors are elected or appointed. The outcome of the vote was as follows:

<b>Nominee</b>	<b># Votes for</b>	<b>% Votes for</b>	<b># Votes withheld</b>	<b>% Votes withheld</b>
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%

**2. Appointment of Auditor**

PricewaterhouseCoopers LLP was reappointed as the auditor of the Corporation until the next annual meeting of the shareholders of the Corporation or until its successor is duly appointed and the directors of the Corporation were authorized to fix the remuneration of such auditor. The outcome of the vote was as follows:

# Votes for	% Votes for	# Votes withheld	% Votes withheld
8,660,465	99.86%	12,450	0.14%

### 3. Corporation's Name Change

The special resolution amending the Corporation's articles to change the name of the Corporation from "The Second Cup Ltd." to "Aegis Brands Inc.", as set out in the Circular, was approved. The outcome of the vote was as follows:

# Votes for	% Votes for	# Votes against	% Votes against
8,644,353	99.67%	28,562	0.33%

### 4. Corporation's Amended and Restated Stock Option Plan

The ordinary resolution approving the affirmation, ratification and approval of the Corporation's Amended and Restated Stock Option Plan, as set out in the Circular, was approved. The outcome of the vote was as follows:

# Votes for	% Votes for	# Votes against	% Votes against
8,574,448	99.32%	58,635	0.68%

### 5. Awards of Stock Options Issued under the Amended and Restated Stock Option Plan

The ordinary resolution approving the affirmation, ratification and approval of the awards of stock options issued under the Corporation's Amended and Restated Stock Option Plan, as set out in the Circular, was approved. The outcome of the vote was as follows:

# Votes for	% Votes for	# Votes against	% Votes against
8,572,448	99.30%	60,635	0.70%