



May 11, 2021

To: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
The Manitoba Securities Commission
Autorité des Marchés Financiers
Registrar of Securities, Prince Edward Island
Office of the Administrator, New Brunswick
Securities Commission of Newfoundland and Labrador
Nova Scotia Securities Commission
Registrar of Securities, Government of the Northwest Territories
Registrar of Securities, Government of the Yukon Territory
Registrar of Securities, Government of Nunavut

We have read the statements made by Aegis Brands Inc. in the attached copy of change of auditor notice dated May 7, 2021, which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102.

We agree with the statements in the change of auditor notice dated May 7, 2021.

Yours very truly,

PricewaterhouseCoopers LLP

Chartered Professional Accountants

PricewaterhouseCoopers LLP
200 Apple Mill Road, Vaughan, Ontario, Canada L4K 0J8
T: +1 905 326 6800, F: +1 905 326 5339, www.pwc.com/ca

"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.

AEGIS BRANDS INC.

CHANGE OF AUDITOR NOTICE

TO: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
The Manitoba Securities Commission
Autorité des Marchés Financiers
Registrar of Securities, Prince Edward Island
Office of the Administrator, New Brunswick
Securities Commission of Newfoundland and Labrador
Nova Scotia Securities Commission
Registrar of Securities, Government of the Northwest Territories
Registrar of Securities, Government of the Yukon Territory
Registrar of Securities, Government of Nunavut

AND TO: PricewaterhouseCoopers LLP, Chartered Professional Accountants

AND TO: Zeifmans LLP, Chartered Professional Accountants

**Re: Notice of Change of Auditor pursuant to Section 4.11 of National Instrument 51-102
Continuous Disclosure Obligations (“NI 51-102”)**

Aegis Brands Inc. (the “**Corporation**”) gives the following notice in accordance with Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”).

1. The Corporation has decided to change its auditor from PricewaterhouseCoopers LLP, Chartered Professional Accountants (the “**Former Auditor**”) to Zeifmans LLP, Chartered Professional Accountants (the “**Successor Auditor**”) and to propose the Successor Auditor for appointment as the auditors of the Corporation at its next annual general meeting.
2. At the request of the Corporation, the Former Auditor resigned effective May 7, 2021.
3. The Successor Auditor was appointed to replace the Former Auditor effective May 7, 2021.
4. The replacement of the Former Auditor as auditors of the Corporation and the appointment of the Successor Auditor as auditors of the Corporation have been considered and recommended by the Audit Committee of the Board of Directors of the Corporation (the “**Board**”) and approved by the Board.
5. The Former Auditor’s reports for the Corporation’s two most recently completed fiscal years did not express a modified opinion.
6. There are no “reportable events” as such term is defined in NI 51-102.

Dated: May 7, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS
OF AEGIS BRANDS INC.**

Per: “*Steven Pelton*”
Name: Steven Pelton
Title: President and Chief Executive Officer