

Security Class

Holder Account Number

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Form of Proxy - Special Meeting of Shareholders to be held on November 17, 2022

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 9:00 am, Eastern Time, on November 15, 2022.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



To Virtually Attend the Meeting

- You can attend the meeting virtually by visiting the URL provided on the back of this document.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of securities of Aegis Brands Inc. (the "Corporation") hereby appoint: Steven Pelton, President and Chief Executive Officer, or failing this person, Melinda Lee, Chief Financial Officer of the Corporation (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

Note: If completing the appointment box above YOU MUST go to <http://www.computershare.com/Aegis> and provide Computershare with the name and email address of the person you are appointing. Computershare will use this information ONLY to provide the appointee with an invite code to gain entry to the online meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Special Meeting of shareholders of the Corporation to be held online at <https://meetnow.global/MMPHCKD> on November 17, 2022 at 9:00 am (Eastern Time), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. Private Placement Resolution

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To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in Appendix A to the accompanying management information circular of the Corporation dated October 17, 2022 (the "Information Circular"), authorizing and approving the issuance by the Corporation on a private placement basis of: (a) up to 10,648,148 common shares of the Corporation issuable to the holders of subscription receipts for common shares (the "Common Share Subscription Receipts") at a price of \$0.324 per Common Share Subscription Receipt; (b) up to 25,300 subscription receipts (the "Convertible Debenture Subscription Receipts") for Convertible Debentures (as defined below) at a price of \$1,000 per Convertible Debenture Subscription Receipt; (c) up to 10,648,148 common shares to the holders of Common Share Subscription Receipts upon the fulfillment of the escrow release conditions attached thereto; (d) up to \$25,300,000 principal amount of 11% unsecured, subordinated convertible debentures of the Corporation (the "Convertible Debentures") issuable to the holders of the Convertible Debenture Subscription Receipts upon the fulfillment of the escrow release conditions attached thereto; and (e) up to 52,164,948 common shares issuable to the holders of Convertible Debentures upon the conversion in full of the Convertible Debentures at a conversion price of \$0.485, all as more particularly described in the Information Circular.

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Signature of Proxyholder

Signature(s)

Date

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.

DD / MM / YY

