

Aegis Brands Inc.
2040 Yonge Street, Suite 200B
Toronto, Ontario
M4S 1Z9

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN to holders of **AEGIS BRANDS INC.** (the "**Corporation**") common shares (the "**Shareholders**") that an annual and special meeting of Shareholders will be held at the Hockey Hall of Fame, 30 Yonge Street, Toronto, Ontario M5E 1X8 on Friday, May 5, 2023 at 11:00 a.m. EDT for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended December 25, 2022;
2. to elect directors of the Corporation (the "**Directors**");
3. to appoint auditors for the Corporation and to authorize the Directors of the Corporation to fix the remuneration of the auditors;
4. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution to approve the unallocated options issuable under the Corporation's incentive stock option plan;
5. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution of disinterested shareholders to approve the re-pricing of certain stock options previously granted to insiders of the Corporation;
6. to transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

All Shareholders, other than CDS Clearing and Depository Services Inc. ("**CDS**"), must provide voting instructions in the manner described in the enclosed voting instruction form and in the accompanying management information circular. **Your shares will not be voted without your instructions.**

Registered Shareholders of the Corporation, including CDS, must deposit completed proxies with Computershare Investor Services Inc., Attention: Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or via the internet at www.investorvote.com before 11:00 a.m. EDT on May 3, 2023 or not later than 5:00 p.m. EDT on the second last business day prior to any adjournment or postponement of the meeting. However, all Shareholders other than CDS must communicate their voting instructions well in advance of this deadline in order to allow their instructions to be processed before the deadline.

The Directors of the Corporation have fixed March 31, 2023 as the record date for the meeting.

We urge you to read these materials carefully and cast your vote on these important matters.

DATED at Toronto, Ontario this 31st day of March, 2023.

AEGIS BRANDS INC.

Michael Bregman
Chair of the Board of Directors