Form 62-103F1

Required Disclosure under the Early Warning Requirements

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report related and the name and address of the head office of the issuer of the securities.

This report relates to units (the "**January Units**") of Brand X Lifestyles. ("**BrandX**"), with each January Unit comprising of one common share ("**Share**") and one common share purchase warrant, with each warrant entitling its holder to acquire one additional Share at an exercise price of $0.175 for 2 years from the date of issuance.

This report relates to the issuance of 250,000 stock options (the "**Options**") by BrandX to the Acquiror. Each Option is exercisable into a at an exercise price of $0.14 per share, for a period of 5 years.

This report also relates to units of BrandX (the "**May Units**"), with each May Unit comprising of one Share and one common share purchase warrant, with each warrant entitling its holder to acquire one additional Share at an exercise price of $0.35 for 1 year from the date of issuance.

BrandX has a head office at 928-1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3.

1.2 State the name of the market in which the transaction or other occurrence that trigged the requirement to file this report took place.

The January Units were acquired from BrandX's treasury pursuant to a private placement announced by BrandX on January 15, 2020.

The Options were acquired from BrandX by way of an option grant on May 1, 2020.

The May Units were acquired from BrandX's treasury pursuant to a private placement announced by BrandX on May 20, 2020.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Arni Johannson (the "**Acquiror**") of 928 – 1030 West Georgia Street, Vancouver BC V6E 3M5.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On January 15, 2020, the Acquiror acquired ownership of 2,000,000 Units of BrandX, at a price of CDN$0.05 per Unit, through a non-brokered private placement conducted by BrandX.

On May 1, 2020, the Acquiror acquired 250,000 Options, each option is exercisable into a Share at an exercise price of $0.14, for a period of 5 years.

On May 20, 2020, the Acquiror acquired joint ownership of 40,000 Units of BrandX, at a price of CDN$0.05 per Unit, through a non-brokered private placement conducted by BrandX.

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

See Item 2.2 above.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

The Acquiror acquired ownership of the January Units and joint ownership of the May Units.

3.3 If the transaction involved a securities lending agreement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Immediately before the acquisition of the January Units referred to in Item 2.2 above, the Acquiror held 2,528,000 Shares of BrandX from previous financings and from acquisitions in the public market and 175,000 Options.

Immediately after the acquisition of the January Units, the Acquiror held 4,528,000 Shares, 2,000,000 Warrants to purchase 2,000,000 Shares of BrandX and 175,000 Options, representing the right to purchase 175,000 Shares, representing approximately 7.78% of the outstanding Shares of BrandX, or 10.32% if all of his Warrants and Options were exercised.

On March 30, 2020, BrandX effected a share consolidation on the basis of two old shares for on new share, as a result, the Acquiror's holdings were reduced to 2,264,000 Shares, 1,000,000 Warrants and 87,500 Options.

As a result of the acquisition of the Options, the Acquiror holds 337,500 Options, 2,264,000 Shares and 1,000,000 Warrants

As a result of the acquisition of the May Units, the Acquiror now holds 2,304,000 Shares, of which 2,264,000 Shares are held directly by the Acquiror and 40,000 Shares over which the Acquiror has dispositive control, 1,040,000 Warrants to purchase 1,040,000 Shares of BrandX, of which 1,000,000 Warrants are held directly by the Acquiror and 40,000 Warrants over which the Acquiror has dispositive control, and 337,500 Options representing approximately 5.98% of the outstanding Shares of BrandX, or 8.73% if all of his Warrants and Options were exercised.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See Item 3.4 above.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not Applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right o obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the agreement.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

With respect to the January Units, the Acquiror acquired 2,000,000 units, at a price of $0.05 per unit, for a total of $100,000.

With respect to the Options, the Acquiror was granted the Options and has not yet exercised the Options.

With respect to the May Units, the Acquiror acquired 40,000 units, at a price of $0.05 per unit, for a total of $4,000.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See Item 4.1 above.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer:

The Acquiror acquired the securities of BrandX for investment purposes and may, depending on market and other conditions, increase, decrease or change his beneficial ownership over the units or other securities of BrandX through market transactions, private agreements, treasury issuances, exercise of convertible securities or otherwise

(b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries:

Not applicable.

(c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries:

Not applicable.

(d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board:

Not applicable.

(e) a material change in the present capitalization or dividend policy of the reporting issuer:

Not applicable.

(f) a material change in the reporting issuer's business or corporate structure:

Not applicable.

(g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company:

Not applicable.

(h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace:

Not applicable.

(i) the issuer ceasing to be a reporting issuer in any jurisdictions of Canada:

Not applicable.

(j) a solicitation of proxies from security holders.

Not applicable.

(k) an action similar to any of those enumerated above.

Not applicable.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or losses, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power of such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a pervious report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this respect are true and complete in every respect.

Date: June 10, 2020

"Arni Johannson"
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