NOTICE OF SPECIAL MEETING OF COMMON SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (including any postponement or adjournment thereof, the "**Meeting**") of the holders ("**Common Shareholders**") of common shares ("**Common Shares**") of Aegis Brands Inc. ("**Aegis**" or the "**Company**") will be held virtually via live webcast at https://web.lumiagm.com/217697423 on Wednesday, April 7, 2021 at 10:00 a.m. (Toronto time) for the following purposes:

(a) for the Common Shareholders to consider, and if deemed advisable, to approve, a special resolution (the "**Transaction Resolution**"), the full text of which is included as Schedule B to the accompanying management information circular (the "**Information Circular**"), regarding the proposed sale of substantially all of the assets comprising Aegis' specialty coffee brand, "Second Cup Coffee Co." to SC Coffee Canada Inc. (formerly, 12456702 Canada Inc.) (the "**Purchaser**"), a wholly-owned subsidiary of Foodtastic Inc., which may constitute the sale of substantially all of the assets of the Company other than in the ordinary course of business, pursuant to an asset purchase agreement dated February 7, 2021 between the Company and the Purchaser, as may be subsequently amended, supplemented or otherwise modified, as more particularly described in the Information Circular; and

(b) to transact such further and other business as may properly be brought before the Meeting.

In order to become effective, the Transaction Resolution must be passed by an affirmative vote of not less than two-thirds (66⅔%) of the votes cast by Common Shareholders present in person or represented by proxy at the Meeting and voting thereon.

All Common 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 Information Circular. Your Common Shares will not be voted without your instructions.

In order to proactively deal with the unprecedented public health impact of COVID-19, and to mitigate risks to the health and safety of the Common Shareholders, communities, employees and other stakeholders, the Meeting will be in a virtual-only format, which will be conducted via live webcast online at https://web.lumiagm.com/217697423. All Common Shareholders, regardless of geographic location and equity ownership, will have an equal opportunity to attend the Meeting. Common Shareholders will not be able to attend the Meeting in person. Registered Common Shareholders (being Common Shareholders whose names are on record with the Company as the registered holders of Common Shares as of the Record Date (as defined below)) and duly appointed proxyholders will be able to attend, ask questions and vote at the Meeting. Guests and Non-Registered Beneficial Common Shareholders (being Common Shareholders who hold their Common Shares in the capital of the Company through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will not be able to vote or ask questions at the Meeting.

Due to the virtual nature of the Meeting, Common Shareholders are encouraged to express their vote in advance by completing a form of proxy or voting instruction form, or where advanced voting is not possible, to do so at the virtual Meeting. Detailed voting instructions can be found in the accompanying management information circular.

Registered Common Shareholders of the Company, including CDS, must deposit completed proxies with Computershare Trust Company of Canada, Attention: Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 before 10:00 a.m. (Toronto time) on April 5, 2021 or in the event that the Meeting is adjourned or postponed, on a business day at least 48 hours before the date and time to which the Meeting is adjourned or postponed. However, all Common 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.

Registered Common Shareholders have a right to dissent with respect to the Transaction Resolution and, if the Transaction Resolution becomes effective, to be paid the fair value of their Common Shares in accordance with the provisions of Section 185 of the OBCA. A Registered Common Shareholder may only exercise the right to dissent under Section 185 of the OBCA in respect of Common Shares that are registered in that shareholder's name. Failure to comply strictly with the provisions of the OBCA may result in the loss or unavailability of the right to dissent. The execution or exercise of a proxy does not constitute a written objection for the purposes of Section 185 of the OBCA.

A dissenting Registered Common Shareholder must submit to the Company a written objection to the Transaction Resolution at or before the Meeting, which dissent notice if delivered before the Meeting must be received by the Company, at 5915 Airport Road, Suite 630, Mississauga, Ontario L4V 1T1, Attention: Ba Linh Le, Chief Financial Officer and must otherwise strictly comply with the dissent procedures prescribed by the OBCA. A Registered Common Shareholder's right to dissent is more particularly described in the Information Circular, and the text of Section 185 of the OBCA is set forth in Schedule C to the Information Circular.

Non-Registered Beneficial Common Shareholders should be aware that only Registered Common Shareholders are entitled to dissent. Accordingly, a Non-Registered Beneficial Common Shareholder desiring to exercise the right to dissent must make arrangements for the Common Shares beneficially owned by such holder to be registered in such holder's name prior to the time the written objection to the Transaction Resolution is required to be received by the Company or, alternatively, make arrangements for the Registered Common Shareholder of such Common Shares to dissent on behalf of the Non-Registered Beneficial Common Shareholder.

The proxyholder has discretion under the accompanying form of proxy or voting instruction form with respect to any amendments or variations of the matters of business to be acted on at the Meeting or any other matters properly brought before the Meeting, in each instance, to the extent permitted by law. As of the date hereof, management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this notice of meeting. Common Shareholders that are planning on returning the accompanying form of proxy or voting instruction form are encouraged to review the Information Circular carefully before submitting the form of proxy or voting instruction form.

The Board has fixed March 8, 2021 as the record date for the meeting (the "**Record Date**").

We urge you to read these materials carefully and cast your vote on these important matters. If you have any questions or require assistance with voting your proxy, please contact the Company's strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, at 1-866-851-2638 toll free in North America, or call collect outside North America at 1-416-867-2272 or by email at contactus@kingsdaleadvisors.com.

DATED at Mississauga, Ontario March 9, 2021.

AEGIS BRANDS INC.

"Michael Bregman"

Michael Bregman
Chairman of the Board