CE BRANDS INC.
SHORT FORM PROSPECTUS OFFERING OF COMMON SHARES
November 17, 2023

NOT FOR GENERAL DISTRIBUTION IN THE UNITED STATES

*A preliminary short form prospectus (the "**Prospectus**") containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of Canada, except Newfoundland and Labrador and Québec. Copies of the Prospectus may be obtained from Integral Wealth Securities Limited at **john.wong@integralwealth.com**. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the Prospectus and any amendment for full disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.*

Prospective investors should be aware that the acquisition or disposition of the securities described herein, including in the Prospectus, may have tax consequences in Canada. The Prospectus may not describe these tax consequences fully. You should consult and rely on your own tax advisor with respect to your own particular circumstances.

Issuer:	CE Brands Inc. (the "**Company**").
Offering:	By way of commercially reasonable efforts offering of up to ● common shares in the capital of the Company (each a "**Share**" and collectively the "**Shares**") plus an over-allotment of ● Shares pursuant to the Over-Allotment Option (as defined below).
Gross Proceeds:	Minimum of $4,000,000 up to a maximum of $5,000,000.
Issue Price:	C$● per Share (the "**Issue Price**").
Form of Offering:	The Shares will be offered by way of a short-form prospectus to be filed in each of the provinces Canada, other than Newfoundland and Labrador and Quebec, pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions*.
Over-Allotment Option:	The Company will grant to the Agent (as defined below) an option, exercisable in whole or in part at any time until the date that is 30 days after the closing of the Offering, to market for sale up to an additional 10% of the number of Shares sold pursuant to the Offering on the same terms as the Shares sold under the Offering (the "**Over-Allotment Option**").
Use of Proceeds:	For sufficient working capital to launch the Company's Vitalist line of smart watches and related health products, to reduce the indebtedness incurred by the Company, and in order to fund the

	expansion of the Company's line of Motorola branded smart watches.
Offering Jurisdictions:	The Shares will be offered for sale to purchasers in each of the provinces of Canada (except Newfoundland and Labrador and Québec).
Bookrunners:	Integral Wealth Securities Ltd. (the "**Agent**") will be lead manager and book runner of the Offering and shall have the right to invite additional investment dealers that are satisfactory to the Agent, acting reasonably, to participate in the Offering.
Cash Commission:	8% of the aggregate cash proceeds received from the sale of the Shares, including any gross proceeds raised on exercise of the Over-Allotment Option.
Agent Options:	A number of warrants (the "**Agent Warrants**") equal to 8% of the aggregate Shares sold under the Offering, including any Shares issued on exercise of the Over-Allotment Option. Each Agent Warrant will entitle the holder to acquire one Share at an exercise price equal to the Issue Price (the "**Warrant Shares**") for a period of 12 months from the date of closing of the Offering.
Selling Group:	The Agent reserves the right to assemble a selling group in accordance with standard industry practice.
Eligibility:	The Shares will be eligible for RRSP, RESP, RRIF, TFSA and DPSP accounts.
Listing:	The Company's Shares currently trade under the ticker symbol "CEBI" on the TSX Venture Exchange (the "**TSXV**"). The Company will make an application to the TSXV to list the Shares, which listing will be conditionally approved prior to the date of closing of the Offering.
Closing Date:	The closing is expected to occur on or around December 15, 2023, or on such date as may be agreed upon by the Company and the Agent.