

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 12, 2023

March 29, 2023

NOTICE IS HEREBY GIVEN THAT an annual general and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares (the "**Common Shares**") of Simply Better Brands Corp. ("**Simply Better**" or the "**Company**") will be held at TMX Market Centre, The Bourse Room: 120 Adelaide St W, Toronto, ON M5H 1S3 at 9:00 a.m. (Eastern Time) on Friday, May 12, 2023 for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended December 31, 2022 and the report of the auditors thereon;
2. to fix the number of directors for the ensuing year at five;
3. to elect directors for the ensuing year as described in the management information circular (the "**Circular**") accompanying this notice;
4. to appoint Marcum LLP as auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
5. to consider and, if thought appropriate pass with or without variation an ordinary resolution of shareholders, as more particularly set forth in the Company's Circular, ratify, confirm and approve the omnibus plan of the Company, the full text of which is attached hereto as Schedule A;
6. to consider and, if thought appropriate, to approve without variation, an ordinary resolution by the disinterested shareholders ratifying the grant of an aggregate 1,012,000 options previously approved by the board of the directors of the Company, as more particularly described in the Company's Circular; and
7. to transact such further or other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Circular which forms a part of this Notice.

The record date (the "**Record Date**") for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting is March 28, 2023. Only Shareholders of record at the close of business on the Record Date ("**Registered Shareholders**") will be entitled to vote at the Meeting, unless that Shareholder has transferred any Common Shares subsequent to that date and the transferee Shareholder, not later than 10 days before the Meeting, establishes ownership of the Common Shares and demands that the transferee's name be included on the list of Shareholders entitled to vote at the Meeting in respect of such transferred Common Shares.

Registered Shareholders may attend and participate in the Meeting or may be represented by proxy. Registered Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed form of proxy must be received by Odyssey Trust Company: (a) by mail to Odyssey Trust Company, 702, 67 Yonge Street, Toronto ON M5E 1J8, Canada, (b) by facsimile to 1-800-517-4553, or (c) online at <https://login.odysseytrust.com/pxlogin>. In order to be valid and acted upon at the Meeting, proxies must be returned to Odyssey Trust Company not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment or postponement thereof. Shareholders are cautioned that the transmission of proxies by mail is at each Shareholder's risk.

Beneficial Shareholders (being Shareholders holding Shares that are registered in the name of a broker, custodian, bank, trust company or other intermediary or nominee) should complete and return the voting instruction form or other authorization provided to them in accordance with the instructions provided therein. Failure to do so may result in their Common Shares not being voted at the Meeting.

Shareholders who wish to appoint a person other than the management designees identified on the enclosed form of proxy or voting instruction form to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form.

The proxyholder has discretion under the enclosed form of proxy to consider matters to come before the Meeting. The persons named in the enclosed proxy will have discretionary authority with respect to: (a) any amendments or

variations of the matters of business to be acted on at the Meeting; and (b) any other matters properly brought before the Meeting or any adjournment or postponement thereof, in each instance, to the extent permitted by law, whether or not the amendment, variation or other matter that comes before the Meeting is routine and whether or not the amendment, variation or other matter that comes before the Meeting is contested.

At the date of this Circular, management of Simply Better knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Simply Better Notice of Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review this Circular carefully before submitting the form of proxy.

It is the intention of the persons named in the enclosed form of proxy for Shareholders, if not expressly directed to the contrary in such form of proxy, to vote FOR each of resolutions to be considered at the Meeting.

As a Shareholder of the Company, it is very important that you read the Circular and other Meeting materials carefully. They contain important information with respect to voting your Shares and attending and participating at the Meeting.

**BY ORDER OF THE BOARD OF DIRECTORS OF
SIMPLY BETTER BRANDS CORP.**

(s) "Kathy Casey"

Kathy Casey

Chief Executive Officer

Simply Better Brands Corp.