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These securities have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any of the securities laws of any state of the United States, and may not be offered or sold to, or for the account or benefit of, U.S. persons or persons in the United States without registration under the U.S. Securities Act and all applicable U.S. state securities laws or in compliance with exemptions therefrom. This Offering Document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

**OFFERING DOCUMENT UNDER THE LISTED ISSUER
FINANCING EXEMPTION**

April 17, 2024



SIMPLY BETTER BRANDS CORP.
(**"Simply Better "** or the **"Corporation"**)

PART 1 SUMMARY OF OFFERING

What are we offering?

Offering:	Up to 5,714,285 units of the Corporation (the "Units"). Each Unit will be comprised of one common share in the capital of the Corporation (each, a "Common Share") and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one (1) additional common share of the Corporation (each, a "Warrant Share") at a price of \$0.45 per Warrant Share for a period of 24 months after the Closing Date (as defined below).
Offering Price:	\$0.35 per Unit.
Offering Amount:	Up to 5,714,285 Units for gross proceeds of up to approximately \$2,000,000 (the "Offering").
Closing Date:	On or about April 25, 2024 (the "Closing Date"), subject to approval of the TSX Venture Exchange ("TSXV").
Exchange:	The Common Shares are listed on the TSXV under the symbol "SBBC". The Warrants will not be listed on any exchange.
Last Closing Price:	The closing price of the Common Shares on April 17, 2024 on the TSXV was \$0.385.
Attributes of Common Shares:	The holders of Common Shares are entitled to: (i) receive dividends as and when declared by the board of directors of the Corporation (the "Board"); (ii) in the event of the liquidation or dissolution of the Corporation, or of any distribution of property and assets of the Corporation among its shareholders for the purpose of winding

up its affairs, subject to the rights of the holders of the preferred shares of the Corporation and any other class of shares in the Corporation, receive, on a share-for-share basis, all remaining property and assets of the Corporation; and (iii) receive notice of and to attend all meetings of the shareholders of the Corporation and to have one vote for each Common Share held at all meetings of the shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

Attributes of Warrants:

Each Warrant will entitle the holder thereof to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of \$0.45 for a period of 24 months after the Closing Date, after which time the Warrants will be void and of no value. The Warrants will be governed by the terms and conditions set out in the certificate representing the Warrants (the "**Warrant Certificates**"). The Warrant Certificates will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain customary events. No fractional Warrants Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional Warrant Shares. The holding of Warrants will not make the holder thereof a shareholder of the Corporation or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Certificate. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Common Shares.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this decision, you should seek the advice of a registered dealer.

Simply Better is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 - *Prospectus Exemptions ("NI 45-106")*. In connection with the Offering, the Corporation represents the following to be true:

- The Corporation has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The Corporation has filed all periodic and timely disclosure documents that it is required to have filed.
- The total amount of the Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the twelve months immediately before the date of this Offering Document, will not exceed \$5,000,000.
- The Corporation will not close the Offering unless the Corporation reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Corporation will not allocate the available funds from the Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Corporation seeks security holder approval.

About this Offering Document

Readers should rely only on the information contained in this Offering Document in respect of the Corporation. We have not authorized any other person to provide additional or different information. If anyone provides additional or different or inconsistent information, including information or statements in media articles about the Corporation, prospective purchasers should not rely on it.

Meaning of Certain References

Unless otherwise noted or the context otherwise shall state, the "Corporation", "Simply Better", "we", "us", and "our" refers to Simply Better Brands Corp. References to "management" in this Offering Document refer to the management of the Corporation. Any statements in this Offering Document made by or on behalf of management are made in such persons' capacities as officers of the Corporation, and not in their personal capacities. Words importing the singular number include the plural, and vice versa, and words importing any gender include all genders. All currency amounts in this Offering Document are expressed in Canadian dollars, unless otherwise indicated.

Forward-looking Statements

This Offering Document contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities legislation (collectively, "**forward-looking information**"), which are based upon the Corporation's current internal expectations, estimates, projections, assumptions and beliefs and views of future events which are not representative of historical facts or information or current condition, but by their nature, are inherently uncertain and outside of the Corporation's control. Forward-looking information can often be identified by the use of forward-looking terminology such as "aim", "anticipate", "believes", "continue", "estimate", "envision", "expect", "forecast", "forward", "future", "goal", "milestone", "objective", "intend", "likely", "opportunity", "outlook", "potential", "project", "seeks" and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions "could", "may", "should", "will" or "would" happen, or by discussions of strategy. By identifying such information and statements in this manner, the Corporation is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Corporation to be materially different from those expressed or implied by such information and statements.

Forward-looking information includes estimates, plans, expectations, opinions, forecasts, projections, targets, guidance or other statements that are not statements of fact. Statements containing forward-looking information are made as of the date of this Offering Document and include, but are not limited to, statements with respect to: the Offering, including the intended use of proceeds and expected Closing Date, and the approval of the TSXV and any other regulatory approvals with respect to the Offering; financing requirements; the market price for the Common Shares; the Corporation's business objectives and milestones; the performance of the Corporation's business and operations; the intention to grow the business, operations and product offerings of the Corporation, including with respect to the Corporation's TRUBAR plant-based protein bar; the Proceedings (as defined below) and the anticipated outcome thereof; the Corporation's plans regarding the integration of acquired assets and companies; and future results of operations and client demand. Other assumptions, if any, are set out throughout this Offering Document. If any of these assumptions prove to be inaccurate, the Corporation's actual results could differ materially from those expressed or implied in forward-looking statements.

Forward-looking information in this Offering Document is based on the Corporation's opinions, estimates and assumptions in light of the Corporation's experience and perception of historical trends, current conditions and expected future developments, as well as other factors that the Corporation currently believes are appropriate and reasonable in the circumstances. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. In particular, the Corporation has made assumptions including: that the TSXV will approve the Offering; that future revenue, operations and financial metrics of the Corporation will continue to grow in accordance with management's expectations and the execution of its business strategy; that the Corporation will be able to achieve its business objectives and milestones; that the Corporation will be able to scale its business without significant need for capital investment; that the Corporation will be able to obtain future capital as and when required on reasonable commercial terms; that the Corporation will be able to continue as a going concern; that the Corporation will be able to execute on its business strategy; that there will be no material adverse changes to federal or state laws pertaining to the business of the Corporation; that the Corporation will continue to be in compliance with changes in legal, regulatory and industry standards; with respect to regulatory risks; that operating expenses, including

general and administrative expenses, will continue in accordance with management's expectations; that the Corporation will be able to attract and retain skilled personnel in terms of management and administrative personnel; and with respect to general economic and financial market conditions.

Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that the Corporation considered appropriate and reasonable as of the date such statements are made, and are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual actions, events, results, performance or achievements to differ materially from what is projected in forward-looking information, including but not limited to the risks described under the heading "Factors Affecting the Company's Performance" in its most recent management's discussion and analysis, and the heading "Risks and Uncertainties" in the Corporation's management's discussion and analysis for fiscal year ended December 31, 2021, copies of which is available under the Corporation's profile on SEDAR+ at www.sedarplus.com. An investment in securities of the Corporation is speculative, and although the Corporation has attempted to identify important factors that could cause actual actions, events, results, performance or achievements to differ materially from those described in forward-looking information, there may be other factors not presently known to the Corporation or that the Corporation presently believes are not material that may cause actions, events, results, performance or achievements to differ from those anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize or should assumptions underlying the forward-looking information prove incorrect, actual actions, events, results, performance, or achievements may vary materially from those expressed and implied by such statements contained in this Offering Document. The purpose of forward-looking information is to provide the reader with a description of the expectations of the Corporation's senior management team, and such statements may not be appropriate for any other purpose. Accordingly, investors should not place undue reliance on forward-looking information contained in this Offering Document. Although the Corporation believes that the expectations reflected in statements containing forward-looking information are reasonable, it can give no assurance that such expectations will prove to be correct. The forward-looking information and forward-looking statements contained in this Offering Document are made as of the date of this Offering Document. All subsequent written and oral forward-looking information and statements attributable to the Corporation or persons acting on its behalf is expressly qualified in its entirety by this notice. The Corporation disclaims any obligation to update any forward-looking information, whether as a result of new information or future events or results, except to the extent required by applicable securities laws.

To the extent any forward-looking statement in this Offering Document constitutes "future-oriented financial information" or "financial outlooks" within the meaning of applicable Canadian securities laws, such information is being provided to provide additional information regarding the Corporation's anticipated future business operations and has been prepared on a reasonable basis, reflecting management's best estimates and judgments as at the date hereof. The reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking statements generally are, without limitation, based on the assumptions and subject to the risks set out above. Such information is presented for illustrative purposes only and may not be an indication of the Corporation's actual financial position or results of operations.

PART 2 SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Simply Better leads an international omni-channel platform with diversified assets in the emerging plant-based and holistic wellness consumer product categories. The Corporation focuses on high-growth consumer product categories including plant-based food and beverage, and the skin care industries. The Corporation operates in one reportable segment: namely, the sale of consumer health and wellness products with sales principally generated from the United States.

The Corporation offers a selection of plant-based TRUBAR protein bars for health-conscious consumers under its Tru Brands Inc. subsidiary. The TRUBAR line of nutritious, dairy-free, soy-free, non-GMO, gluten-free bars are sold across North America by a growing list of major retailers in the club, convenience and

grocery channels including Costco, BJ's Wholesale and Whole Foods as well as Loblaws, Sobey's and Shoppers Drug Mart in Canada. TRUBAR products are also offered through Amazon and other online sites.

The Corporation also offers a diverse range of Hemp derived products including CBD under the brands of Seventh Sense and VibeZ. These CBD and Hemp derived products are marketed through its subsidiaries BRN Brands Group Inc. The Corporation works closely with manufacturers who have the licenses required to manufacture CBD consumer products and e-commerce partners for the sale and distribution of its products.

In addition, the Corporation offers high quality skin care products to consumers through its No BS brand. No BS was founded to provide consumers a clean and environmentally friendly alternative to the excesses of the beauty industry. No B.S. Skincare's products are made with potent, plant-based, and scientifically proven ingredients and – unlike certain other skincare solutions – with no harmful chemicals like parabens, sulfates, or phthalates, and no synthetic fragrances. All No BS products are made responsibly in America and are never tested on animals.

The Corporation has followed an operating model that efficiently generates sales while maintaining tight control over its expenses. The Corporation has focused on developing key strategic relationships with its vendors to produce its products. The Corporation has strategic partners in fulfillment, marketing, and customer service that enable the Corporation to scale its business without significant need for capital investment. Through its agile partnership model, the Corporation has quickly developed its revenues since its inception while maintaining below benchmark fixed costs.

As the Corporation acquires other brands into its portfolio, it plans to focus on integrating the operations of the acquired companies with a goal to reduce operating costs and market its product offerings through multiple physical retail and e-commerce channels.

Recent Developments

A summary of certain significant developments that have occurred during the 12 month period prior to the date hereof are set-out below:

Suspension of PureKana's Operations and Bankruptcy Proceedings

On April 2, 2024, the Corporation announced that operations of its 50.1% owned subsidiary, PureKana, LLC ("**PureKana**"), suspended operations. Following the suspension of operations, PureKana commenced bankruptcy proceedings under Chapter 7 of the Bankruptcy Code of the United States (the "**Proceedings**"). The suspension of operations followed a comprehensive strategic review of Simply Better's investment in PureKana by both a special committee of the Board and the Board as a whole. The comprehensive strategic review included an evaluation of PureKana's performance, customer acquisition strategy and long-term growth potential, as well as a search for a buyer. While PureKana accounted for approximately half of the Corporation's consolidated revenue in 2023, it also represented the majority of the Corporation's operating losses during such period.

Director and Officer Changes

On May 12, 2023, the Corporation announced the addition of Richard Kellam, President and CEO of Data Communications Management Corp. to its Board.

On February 1, 2024, the Corporation announced the resignation of Kathy Casey as the Chief Executive Officer of the Corporation and as a member of the Board. The Corporation also announced that Paul Norman had stepped down as Chairman of the Board but would remain on the Board as a director. Concurrently with these changes, the Corporation appointed J.R. Kingsley Ward to Chairman of the Board and Interim Chief Executive Officer. Mr. Ward has more than 30 years' experience initiating, structuring and monetizing investments, and at the time of his appointment, he was a Managing Partner with VRG Capital, which has a wealth of investing experience including active investments in consumer goods companies.

Change of Auditor

On August 15, 2023, the Corporation announced it had changed its auditors from Marcum LLP to Davidson & Co LLP effective August 8, 2023. At the request of the Corporation, Marcum LLP was terminated as the auditor of the Corporation effective August 8, 2023 and the Board appointed Davidson & Co LLP as the Corporation's auditor effective August 8, 2023.

TruBar Brand

On May 4, 2023, the Corporation announced that TRUBAR was in national distribution at Costco due to the success of its TRUBAR business with Costco regions in 2022. Supporting the brands continued expansion, the Corporation identified four initiatives: manufacturing capacity expansion, continued omnichannel distribution growth, bar flavor extensions, and the entry into the \$8 billion protein powder category.

On July 13, 2023, the Corporation announced that it had entered into a strategic agreement with Acosta Sales and Marketing, a full-service sales and marketing agency made up of more than 20,000 associates that provide support scaling for some of the most recognized consumer packaged goods brands.

On July 19, 2023, the Corporation announced their broader expansion into the convenience retail channel with new resources and capability. TRUBAR broadened its distributor footprint, partnering with both McLane and Coremark, which are considered the two largest U.S.-based convenience distributors, to support servicing the expanding retailer class of trade. In addition to the new distributor network, the Corporation announced retail expansion with Circle-K Southeast and Andretti Petroleum.

On November 8, 2023 and February 29, 2024, the Corporation announced (i) the launching and promotion of a dual pack of "Get in my belly, PB and jelly", and "It's mint to be chip" into Costco, (ii) the addition of TRUBAR into 164 BJ's Wholesale Club locations, (iii) the distribution TRUBAR into 252 locations of Sobey's and 35 stores of Longo's, and (iv) the addition of a second manufacturing facility for TRUBAR to support growing demand.

On March 8, 2024, the Corporation entered into a distribution agreement with Sheetz, a major mid-Atlantic convenience chain for the expansion of TRUBAR in the convenience channel. The distribution agreement provides for TRUBAR's distribution chainwide across the over 700 Sheetz outlets in Pennsylvania, West Virginia, Maryland, Ohio and North Carolina.

No BS Skincare Brand

On May 9, 2023, the Corporation announced that the No B.S. brand's initial brick and mortar success at CVS led to additional brick and mortar distribution in 2023.

On October 25, 2023, the Corporation announced a significant distribution expansion milestone for its No BS Skincare brand, launching into 4,450 Walgreens stores across the United States. The anticipated launch took place in October 2023, further solidifying No BS Skincare's commitment to providing high quality, clean and potent products to a wider audience.

No BS continued its retail expansion in 2023 as it was picked by TJ Maxx and BJ's Wholesale.com in the second quarter of 2023.

Issuance of Common Shares – Branding Earnout Agreement

On August 15, 2023 and December 8, 2023, the Corporation announced that it issued 159,487 Common Shares and 71,829 Common Shares, respectively, in connection with a branding earnout agreement dated January 25, 2023 between the Corporation and a group of individual rightsholders to advance "Vibez", a new brand of keto products in the direct to consumer market in the U.S.

More detailed information regarding the above recent developments, together with all of the Corporation's other material information, can be obtained by reviewing copies of the applicable news releases and other materials filed under the Corporation's profile on SEDAR+ at www.sedarplus.com.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Corporation in the twelve (12) months preceding the date of this Offering Document. You should read these documents prior to investing.

What are the business objectives that we expect to accomplish using the available funds?

The Corporation's business objectives for the next 12 months includes:

Business Objectives	Milestones	Target Completion	Projected Cost
Expansion of TRUBAR business	Ecommerce Sales expansion	12/31/24	\$400,000
	US Retailer Sales Expansion	12/31/24	\$400,000
	Costco Sales Expansion	12/31/24	\$400,000
Expansion of No BS Skincare business	Ecommerce Sales expansion	12/31/24	\$50,000
	US Retailer Sales Expansion	12/31/24	\$50,000

PART 3 USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

	Assuming 100% of Offering
A Amount to be raised by the Offering	\$2,000,000
B Selling commissions and fees ⁽¹⁾	\$140,000
C Estimated Offering costs (e.g., legal, accounting, audit)	\$75,000
D Net proceeds of Offering (D = A – (B+C))	\$1,785,000
E Estimated working capital as at March 31, 2024	\$1,200,000
F Additional sources of funding ⁽²⁾	\$3,000,000
G Total available funds (G = D+E+F)	\$5,985,000

Notes:

- (1) The Corporation has not yet engaged any finders in connection with this Offering, however, the Corporation may pay finders fees consisting of up to 7% of the gross proceeds raised under the Offering in cash and issue finders warrants equal to up to 7% of the Units issued under the Offering in connection with investors introduced to the Corporation by such finders. See Part 4 of this Offering Document for additional information.
- (2) Funds available to the Corporation under a line of credit.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of Offering
Expansion of TRUBAR business	\$1,200,000
Expansion of No BS Skincare business	\$100,000
General corporate purposes and working capital ⁽¹⁾	\$4,685,000
Total intended use of available funds	\$5,985,000

Note:

(1) If aggregate finders fees payable by the Corporation under the Offering are less than \$140,000, the additional available funds are expected to be used by the Corporation for general corporate purposes and working capital.

The above-noted allocation represents the Corporation's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Corporation. Although the Corporation intends to expend the proceeds from this Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Corporation's ability to execute on its business plan and financing objectives. See "*Forward-looking Statements*" section above.

The most recent audited annual financial statements and interim financial report of the Corporation included a going-concern note. The Corporation has an accumulated deficit and working capital deficit, and incurred a net loss during the nine (9) months ended September 30, 2023, which may cast doubt on the Corporation's ability to continue as a going concern. The Offering is intended to permit the Corporation to continue to develop its business operations, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Corporation.

How have we used the other funds we have raised in the past 12 months?

The Corporation has not raised other funds in the past 12 months.

PART 4 FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

The Corporation may pay certain eligible finders a cash fee of up to 7% of the gross proceeds raised in respect of the Offering from subscribers introduced by such finders to the Corporation. The Corporation may also issue to eligible finders such number of Common Share purchase warrants equal to 7% of the number of Units sold under the Offering to subscribers introduced by such finders to the Corporation.

PART 5 PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- (a) to rescind your purchase of these securities with Simply Better, or
- (b) to damages against Simply Better and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations. You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6 ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders can access the Corporation's continuous disclosure filings on SEDAR+ under the Corporation's profile at www.sedarplus.com. For further information regarding the Corporation, visit our website at <https://www.simplybetterbrands.com/>.

Each purchaser in the Offering will be required to deliver a subscription agreement to subscribe for and purchase the Units, which includes, among other things, representations, warranties and covenants of the subscriber in relation to the Offering. Prospective investors should refer to the subscription agreement for additional information.

Prospective investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of the Units.

PART 7 DATE AND CERTIFICATE

This Offering Document, together with any document filed under Canadian securities legislation on or after April 17, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

April 17, 2024

/s/ J.R. Kingsley Ward

Name: J.R. Kingsley Ward

Title: Interim Chief Executive Officer

/s/ Brian Meadows

Name: Brian Meadows

Title: Chief Financial Officer