



MAV BEAUTY BRANDS INC.

NOTICE OF 2019 ANNUAL SHAREHOLDER MEETING AND MANAGEMENT INFORMATION CIRCULAR

May 1, 2019

MAV BEAUTY BRANDS INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To the holders of Common Shares and holders of Proportionate Voting Shares:

NOTICE IS HEREBY GIVEN that an annual meeting of the shareholders of MAV Beauty Brands Inc. (the “**Meeting**”) will be held on June 12, 2019 at 9:00 a.m. (Toronto time) at 100 New Park Place, 8th Floor in Vaughan, Ontario for the following purposes:

1. To receive MAV Beauty Brands Inc.’s annual audited financial statements for the financial year ended December 31, 2018, including the external auditors’ report thereon;
2. To elect directors of MAV Beauty Brands Inc. who will serve until the end of the next annual meeting of shareholders or until their successors are elected or appointed;
3. To appoint external auditors, who will serve until the end of the next annual meeting of shareholders and authorize the board of directors of the Company to fix their remuneration; and
4. To consider such other business that may properly come before the meeting or any adjournment thereof.

The Management Information Circular dated May 1, 2019 provides additional information relating to matters to be dealt with at the Meeting. Shareholders are reminded to review the Management Information Circular before voting.

In this Notice, “we”, “us”, “our”, “MAV Beauty Brands” and “the Company” refer to MAV Beauty Brands Inc. and all entities controlled by it unless the context otherwise requires. “You” and “your” refer to MAV Beauty Brands shareholders.

As permitted by Canadian securities regulators under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), we are using “notice-and-access” to deliver our Meeting materials. Notice-and-access allows us to post electronic versions of proxy-related materials online, rather than mailing paper copies of such materials to shareholders. Accordingly, this Notice of Meeting, the Management Information Circular, and MAV Beauty Brands’ audited annual financial statements for the financial year ended December 31, 2018, along with the related management’s discussion and analysis, have been posted at <https://investors.mavbeautybrands.com> and under MAV Beauty Brands’ profile on www.sedar.com.

Shareholders will receive paper copies of a notice package (the “**Notice Package**”) via prepaid mail containing the information prescribed by NI 54-101 and a form of proxy (if you are a registered shareholder) or a voting instruction form (if you are a non-registered shareholder).

You have the right to vote

You are entitled to receive notice of and vote at the Meeting or any adjournment or postponement of the Meeting if you are a holder of MAV Beauty Brands Inc. Common Shares or Proportionate Voting Shares on the record date, which the board of directors of the Company has fixed as May 1, 2019. No shareholders becoming shareholders of record after that time will be entitled to vote at the Meeting, or any adjournment or postponement thereof.

Your vote is important

As a MAV Beauty Brands shareholder, it is important that you read the Management Information Circular carefully. You are entitled to one vote for each Common Share held and 1,000 votes for each Proportionate Voting Share held.

You are entitled to vote at the Meeting either in person or by proxy. If you are unable to attend the Meeting in person, you are requested to vote your shares using the form of proxy or voting instruction form, as applicable, in the Notice Package.

Registered shareholders should complete and sign the form of proxy and return it in the envelope provided. Alternative methods of voting by proxy are outlined in the Management Information Circular. If you are a non-registered shareholder, you should review the voting instruction form provided by your intermediary, which sets out the procedures to be followed for voting shares held through intermediaries.

Proxies must be received by the Company's transfer agent, TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada, M5H 4H1, Attention: Proxy Department or send it by facsimile to 1-416-595-9593, by no later than 9:00 a.m. (Toronto time) on June 10, 2019 or two business days before the commencement of any adjournment(s) or postponement(s) of the Meeting. Alternatively, registered shareholders may attend the Meeting and vote in person by registering at the registration table on the day of the Meeting prior to the commencement of the Meeting.

Shareholders can contact our transfer agent, TSX Trust Company, toll free at 1-866-600-5869 or by email at TMXEInvestorServices@tmx.com, for more information regarding notice-and-access or with questions regarding how to vote their shares.

Shareholders who are planning to attend the meeting and who require special arrangements for hearing or access impairment should contact Investor Relations at ir@mavbeautybrands.com.

By order of the Board of Directors,

(signed) Marc Anthony Venere

Marc Anthony Venere
Founder, President and Chief Executive Officer
Concord, Ontario
May 1, 2019

MANAGEMENT INFORMATION CIRCULAR

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GENERAL INFORMATION

The information in this document is as of May 1, 2019, unless otherwise indicated.

References to “we”, “us”, “our”, “MAV Beauty Brands” and “the Company” refer to MAV Beauty Brands Inc. and all entities controlled by it unless the context otherwise requires. “You” and “your” refer to MAV Beauty Brands shareholders. Unless otherwise indicated, all references to “\$” or “dollars” in this Management Information Circular (the “**Circular**”) refer to United States dollars and all references to Canadian dollars and “C\$” are to Canadian dollars.

This Circular is provided in connection with our annual meeting of shareholders of the Company (the “**Meeting**”) to be held on June 12, 2019. **Your proxy is solicited by the management of the Company for the items described in the Notice of Meeting (the “Notice”).** We usually make our request by mail, but our employees or agents may also solicit your proxy by telephone, internet, fax or other ways at a nominal cost borne by the Company.

As a registered shareholder, you have the right to attend and vote at the Meeting as set out in this Circular. Please read this Circular. It gives you information that you need to know to cast your vote. We also encourage you to read our audited annual financial statements and related management’s discussion and analysis for the financial year ended December 31, 2018.

We are using the notice-and-access mechanism under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) to deliver the notice-and-access notice, the form of proxy or voting instruction form and the supplemental mailing return list card (collectively, the “**Notice Package**”) to our shareholders, as well as this Circular and our audited annual financial statements for the financial year ended December 31, 2018, along with the related management’s discussion and analysis (together with the Notice Package, the “**Meeting Materials**”). This means that MAV Beauty Brands will post the Meeting Materials online for our shareholders to access electronically. You will receive the Notice Package in the mail with a notice explaining how to access and review the Meeting Materials electronically and how to request a paper copy free of charge. The Notice Package you receive will contain a form of proxy or a voting instruction form (unless you have chosen to receive proxy materials electronically) so you can vote your shares. Since notice-and-access gives our shareholders more choice, substantially reduces printing, paper and postage, it is a more environmentally friendly and cost-effective way to distribute the Meeting Materials to shareholders. The Meeting Materials are available at <https://investors.mavbeautybrands.com> and under our profile on SEDAR at www.sedar.com.

Shareholders can contact our transfer agent, TSX Trust Company, toll free at 1-866-600-5869 or by email at TMXEInvestorServices@tmx.com for more information regarding notice-and-access, or to obtain a paper copy of these documents at no charge for up to one year. Requests must be received by May 31, 2019 in order to receive a paper copy of the Meeting materials prior to 9:00 a.m. (Toronto time) on June 10, 2019, which is the deadline for submission of your voting instructions or form of proxy, and by June 5, 2019 to receive paper copies before the date of the Meeting. **You will not receive a new form of proxy or voting instruction form if you request a paper copy of the Meeting materials, so it is important that you keep the original form sent to you in order to vote.** If your request is received on or after the date of the Meeting, then the documents will be sent to you within ten calendar days of your request.

If you have any questions about any of the information in this Circular, please contact Investor Relations at ir@mavbeautybrands.com.

Voting Information

The following information provides guidance on how to vote your common shares of the Company (the “**Common Shares**”) and/or proportionate voting shares of the Company (the “**Proportionate Voting Shares**”). The Common Shares and the Proportionate Voting Shares are sometimes collectively referred to in this Circular as the “shares”.

Your Vote is Important

As a shareholder of MAV Beauty Brands, it is very important that you read this information carefully and then vote your shares, either by proxy or by attending the Meeting.

Voting by proxy means that you are giving the person or people named on your proxy form (each a “**proxyholder**”) the authority to vote your shares for you at the Meeting or any adjournment or postponement thereof. A proxy form is included in this package.

If you vote by proxy, the individuals who are named on the proxy form will vote your shares for you, unless you appoint someone else to be your proxyholder. **You have the right to appoint a person or company of your choice who need not be a shareholder to represent you at the Meeting other than the individuals designated in the form of proxy. If you appoint someone else, he or she must be present at the Meeting to vote your shares.**

If you are voting your shares by proxy, our transfer agent, TSX Trust Company, or other agents we appoint must receive your signed proxy form by 9:00 a.m. (Toronto time) on June 10, 2019 or if the Meeting is adjourned or postponed, prior to 9:00 a.m. (Toronto time) on the second business day preceding the day of the Meeting. The time limit for deposit of proxies may be waived by the chair of the Meeting (the “**Chair of the Meeting**”) in the Chair of the Meeting’s sole discretion without notice.

How to Vote – Registered Shareholders

You are a registered shareholder if your name appears on your share certificate, Direct Registration System Statement or on the register maintained by our transfer agent, TSX Trust Company. If you are a registered shareholder, you will receive a proxy form.

Voting by Proxy

Registered shareholders have three options to vote by proxy:

- ***On the Internet***

Go to www.voteproxyonline.com and follow the instructions on screen. You will need the 12-digit control number listed on your proxy. You do not need to return your proxy form if you vote on the Internet.

- ***By Mail***

Complete, sign and date the proxy form and return it in the envelope we have provided. Please see “Completing the Proxy Form” on the form for more information.

- ***By Fax***

Complete, sign and date the proxy form and send it by fax to 1-416-595-9593. Please see “Completing the Proxy Form” on the form for more information.

If you vote by proxy, the individuals named on the proxy form will vote your shares for you unless you appoint someone else to be your proxyholder. **You have the right to appoint a person or company of your choice who need not be a shareholder to represent you at the Meeting other than the**

persons designated in the proxy form. If you wish to do so, please write the name of the person you are appointing in the space provided. Complete, date and sign the form of proxy, and submit it in accordance with the instructions prior to the proxy cut-off time. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting. At the Meeting, he or she should see a representative of TSX Trust Company at the registration tables. Please see "Completing the Proxy Form" on the form for more information.

Voting in Person at the Meeting

If you are a registered holder and choose to vote in person at the Meeting, you do not need to complete or return your proxy form. Please check-in and register with a representative of TSX Trust Company at the registration tables when you arrive at the Meeting. You will need identification to enter the Meeting.

Voting in person at the Meeting will automatically cancel any proxy you completed earlier.

To vote shares registered in the name of a corporation or other legal entity, an authorized officer or attorney of that corporation or legal entity must attend the Meeting in person. This person may have to provide proof that he or she is authorized to act on behalf of the corporation or other legal entity. Shares registered in the name of a corporation or other legal entity cannot be voted in person without adequate proof of authorization.

Changing or Revoking your Vote

You can change a vote you made by proxy by:

- voting again on the Internet before 9:00 a.m. (Toronto time) on June 10, 2019; or
- completing a proxy form that is dated later than the proxy form you are changing and mailing it to TSX Trust Company so that it is received at the address indicated before 9:00 a.m. (Toronto time) on June 10, 2019.

You can revoke a vote you made by proxy by:

- making a request in writing to the Chair of the Meeting, at the Meeting or any adjournment or postponement thereof, before any vote in respect of which the proxy has been given or taken. The written request can be from you or your authorized attorney.

How to Vote – Non-Registered Beneficial Shareholders

You are a non-registered (or beneficial) shareholder (a "**Non-Registered Holder**") if your shares are registered either:

- (a) in the name of an intermediary such as a bank, trust company, securities dealer, trustee or administrator of self-administered RRSPs, RRIFs, RESPs and similar plans (each an "**Intermediary**") that represents the Non-Registered Holder in respect of its shares; or
- (b) in the name of a depository (a "**Depository**", such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

We have distributed copies of the Notice Package directly to non-objecting Non-Registered Holders and to Intermediaries for onward distribution to Non-Registered Holders that are objecting beneficial owners. Intermediaries are required to forward the Notice Package to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive such materials. Intermediaries often use service companies to forward the Notice Package to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive the Notice Package will receive a package from their Intermediary containing either:

- (a) a voting instruction form that must be properly completed and signed by the Non-Registered Holder and returned to the Intermediary in accordance with the instructions on the voting instruction form;

or, less typically,

- (b) a form of proxy that has already been stamped or signed by the Intermediary that is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which otherwise has not been completed. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the form of proxy and deposit it with TSX Trust Company at the address set forth in the Meeting Notice.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of shares that they beneficially own. The Company will not be paying for Intermediaries to forward the Notice Package to objecting beneficial owners.

Revoking your Vote

A Non-Registered Holder may revoke a voting instruction form or proxy which has been given to an Intermediary by written notice to the Intermediary or by submitting a voting instruction form or proxy bearing a later date in accordance with the applicable instructions. In order to ensure that an Intermediary acts upon a revocation of a proxy or voting instruction form, the written notice should be received by the Intermediary well in advance of the Meeting.

Voting in Person at the Meeting

We do not have access to the names or holdings of all of our Non-Registered Holders. Should a Non-Registered Holder, who receives either a voting instruction form or a form of proxy, wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should follow the instructions contained on the voting instruction form or form of proxy within the time periods specified and appoint themselves (or another person to vote on their behalf). **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and service companies.** If you are a Non-Registered Holder and have not received a package containing a voting instruction form or form of proxy, please contact your Intermediary.

If you are not a registered shareholder, you may be allowed into the Meeting after speaking with a representative of TSX Trust Company and if the Chair of the Meeting allows it. At the Meeting, you should see a representative of TSX Trust Company.

Completing the Proxy Form

You can choose to vote "For", or "Withhold", depending on the items listed on the proxy form.

When you sign the proxy form, you authorize the directors and/or officers of the Company who are named in the proxy form to vote your shares for you at the Meeting according to your instructions, unless you have appointed someone else to act as your proxy. **If you return your proxy form and do not tell us how you want to vote your shares, your vote will be counted:**

- **FOR** electing the nominee directors who are listed in the Circular; and
- **FOR** appointing Ernst & Young LLP as auditors.

If you are appointing someone else to vote your shares for you at the Meeting, write the name of the person voting for you in the space provided. **If you do not specify how you want your shares voted, your proxyholder will vote your shares as he or she sees fit on each item and on any other matter that may properly come before the Meeting.**

If you are an individual shareholder, you or your authorized attorney must sign the form. If you are a corporation or other legal entity, an authorized officer or attorney must sign the form.

If you need help completing your proxy form, please contact TSX Trust Company – Investor Services at 1-866-600-5869.

Record Date, Quorum and Votes Necessary to Pass Resolutions

Each shareholder of record at the close of business on May 1, 2019 (the “**Record Date**”) is entitled to vote at the Meeting the shares registered in his, her or its name on that date. The quorum for any meeting of shareholders is one or more persons present and holding or representing by proxy not less than 25% of the voting rights attaching to our outstanding voting shares.

You have one vote for each Common Share and 1,000 votes for each Proportionate Voting Share you hold on May 1, 2019. Please see “Other Important Information” in this Circular for more information. As at the close of business on May 1, 2019, 37,441,363 Common Shares and 3,178 Proportionate Voting Shares were entitled to be voted at the Meeting.

Pursuant to the *Business Corporations Act* (British Columbia) (“**BCBCA**”) and our Articles, director elections are based on the plurality system, where shareholders vote “for” or “withhold” their votes for a director. Votes withheld are not counted, with the result that, technically, a director will be elected to the Board with just one vote in favor. However, pursuant to the Company’s Majority Voting Policy, as further described below, if a nominee for election as a director does not receive a greater number of votes “for” than votes “withheld”, the nominee shall tender his or her resignation to the Chair promptly following the meeting of shareholders at which the director was elected. Under our Articles, if there is a tie, the Chair of the Meeting does not cast the deciding vote.

At the Meeting, shareholders will be asked to consider and, if thought advisable, to: (i) pass a resolution to elect directors to the board of directors; and (ii) pass a resolution to appoint auditors for the ensuing year and authorize the directors to fix their remuneration.

TSX Trust Company will count and tabulate the votes for us.

Additional Voting Information

For general shareholder enquiries, you can contact the transfer agent:

- by mail at:

TSX Trust Company
100 Adelaide Street West,
Suite 301,
Toronto, Ontario
Canada M5H 4H1

- or by telephone: within Canada and the United States toll-free at 1-866-600-5869, and from all other countries 1-416-342-1091;
- or by fax: 1-416-595-9593;
- or by email: TMXInvestorServices@tmx.com.

BUSINESS OF THE MEETING

We will address the following items at the Meeting:

Receiving the Audited Annual Financial Statements

We will place before the Meeting the Company's audited annual financial statements, including the auditors' report, for the year ended December 31, 2018 ("**Fiscal 2018**"). These financial statements together with the management's discussion and analysis thereon are available on SEDAR at www.sedar.com and the Company's website at <https://investors.mavbeautybrands.com>.

Election of Directors

You will be electing a board of directors (the "**Board**") of six members. See the "Election of Directors" section in this Circular for more information. Directors appointed at the Meeting will serve, subject to our Articles and the BCBCA, until the end of the next annual shareholder meeting or until their successors are elected or appointed. All of the individuals who have been nominated as directors are currently members of the Board and have been since our initial public offering on July 10, 2018.

Appointment of Auditors

The Board recommends that Ernst & Young LLP ("**Ernst & Young**") be appointed as auditors, and that the Board be authorized to fix the auditors' remuneration. Ernst & Young was appointed by the Board of Directors on April 29, 2019, subject to the ratification of shareholders at the meeting. The auditors will serve until the end of the next annual shareholder meeting or until a successor is appointed. Please see "Appointment of Independent Auditors" in this Circular for more information.

Information concerning the fees paid to the prior auditors of the Company for Fiscal 2018 and the year ended December 31, 2017 ("**Fiscal 2017**") may be found in our most recent Annual Information Form under the heading "Audit Committee – External Auditor Service Fees", which is available under the Company's profile on SEDAR at www.sedar.com.

Considering Other Business

We will consider any other business that may properly come before the Meeting. As of the date of this Circular, we are not aware of any changes to the items above or any other business to be considered at the Meeting. If there are changes or new items, your proxyholder can vote your shares on these items as he or she sees fit. If any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy to vote in respect of those matters in accordance with their judgment.

ELECTION OF DIRECTORS

The articles of the Company (the “**Articles**”) provide that the Board shall consist of a minimum of three and a maximum of 15 directors, with the actual number to be determined from time to time by the Board. The Board currently consists of six directors and following the Meeting, assuming that all of the director nominees are elected, the Board will consist of six directors. Each of the six director nominees is to be elected at this Meeting and will, subject to our Articles and the BCBCA, hold office until the end of the next annual meeting of shareholders or until their successors are elected or appointed. All of the individuals who have been nominated as directors are currently members of the Board and all director nominees have agreed to stand for re-election at the meeting.

Management recommends voting FOR the resolution to elect each of the nominated directors.

If you do not specify how you want your shares voted, the individuals named as proxyholders in the proxy form intend to cast the votes represented by proxy at the Meeting FOR the election as directors of the nominee directors in this Circular.

All nominees have established their eligibility and willingness to serve as directors. As of the date hereof, management of the Company does not expect that any of the nominees will be unable to serve as a director. However, if, for any reason, at the time of the Meeting, any of the nominees are unable to serve and unless otherwise specified, it is intended that the persons designated in the form of proxy will vote in their discretion for a substitute nominee or nominees.

Investor Rights Agreement

We are a party to an investor rights agreement with, inter alios, the TA Shareholder and the Anthony Shareholder dated July 10, 2018 (the “**Investor Rights Agreement**”). Among other things, the Investor Rights Agreement includes certain director nomination rights and shareholder rights summarized below.

Nomination Rights

The Investor Rights Agreement provides that the TA Group Permitted Holders were initially entitled to nominate 30% of our directors (rounding up to the next whole number) upon closing of our initial public offering on July 10, 2018 (the “**IPO**”), and are entitled to nominate such percentage of our directors for so long as they hold at least 30% of the issued and outstanding Common Shares (assuming the conversion of all Proportionate Voting Shares to Common Shares) on a non-diluted basis, provided that this percentage will be reduced:

- to 20% of our directors (rounding up to the next whole member) once the TA Group Permitted Holders hold less than 30% but not less than 20% of the issued and outstanding Common Shares (assuming the conversion of all Proportionate Voting Shares to Common Shares) on a nondiluted basis;
- to 10% of our directors (rounding up to the next whole member) once the TA Group Permitted Holders hold less than 20% but not less than 10% of the issued and outstanding Common Shares (assuming the conversion of all Proportionate Voting Shares to Common Shares) on a nondiluted basis; and
- to none of our directors once the TA Group Permitted Holders hold less than 10% of the issued and outstanding Common Shares (assuming the conversion of all Proportionate Voting Shares to Common Shares) on a non-diluted basis.

The Investor Rights Agreement further provides that so long as Marc Anthony Venere is the Chief Executive Officer of MAV Beauty Brands, he is entitled to be a member of our Board. If Marc Anthony Venere is not the Chief Executive Officer, the Anthony Group Permitted Holders shall be entitled to

nominate one director nominee to our Board for so long as they hold, directly or indirectly, 25% or more of their retained interest immediately post-IPO, on a non-diluted basis.

So long as the TA Group Permitted Holders have the right to nominate at least one director to our Board, the TA Group Permitted Holders shall be entitled to have one of their director nominees serve on a standing committee of our Board, other than the Audit Committee, provided that their director nominee is not one of our officers. The TA Group Permitted Holders shall be entitled to have their director nominee serve as Chair of any such standing committee of our Board as long as they hold not less than 20% of the issued and outstanding Common Shares (assuming the conversion of all Proportionate Voting Shares to Common Shares) on a non-diluted basis. The TA Group Permitted Holders' nominees to our Board are Jeffrey Barber and Jessica (Cohen) Gilligan.

"Affiliate" means, with respect to any specified Person, any other Person which directly or indirectly through one or more intermediaries controls, is controlled by, or is under common control with such specified Person.

"Anthony Group Permitted Holders" means: (i) Marc Anthony Venere and any Members of the Immediate Family of Marc Anthony Venere; and (ii) any Person controlled, directly or indirectly, by one or more of the Persons referred to in clause (i) above.

"Anthony Shareholder" means Marc Anthony Venere, Founder, President and Chief Executive Officer of MAV Beauty Brands.

"Members of the Immediate Family" means with respect to any individual, each parent (whether by birth or adoption), spouse, or child (including any step-child) or other descendants (whether by birth or adoption) of such individual, each spouse of any of the aforementioned Persons, each trust created solely for the benefit of such individual and/or one or more of the aforementioned Persons and each legal representative of such individual or of any aforementioned Persons (including without limitation a tutor, curator, mandatary due to incapacity, custodian, guardian or testamentary executor), acting in such capacity under the authority of the law, an order from a competent tribunal, a will or a mandate in case of incapacity or similar instrument. For the purposes of this definition, a Person shall be considered the spouse of an individual if such Person is legally married to such individual, lives in a civil union with such individual or is the common law partner (as defined in the *Income Tax Act* (Canada) as amended from time to time) of such individual. A Person who was the spouse of an individual within the meaning of this paragraph immediately before the death of such individual shall continue to be considered a spouse of such individual after the death of such individual.

"Permitted Holders" means any of: (i) the Anthony Group Permitted Holders; and (ii) the TA Group Permitted Holders.

"Person" means any individual, partnership, corporation, company, association, trust, joint venture or limited liability company.

A Person is **"controlled"** by another Person or other Persons if: (i) in the case of a company or other body corporate wherever or however incorporated: (A) securities entitled to vote in the election of directors carrying in the aggregate at least a majority of the votes for the election of directors and representing in the aggregate at least a majority of the participating (equity) securities are held, other than by way of security only, directly or indirectly, by or solely for the benefit of the other Person or Persons; and (B) the votes carried in the aggregate by such securities are entitled, if exercised, to elect a majority of the board of directors of such company or other body corporate; or (ii) in the case of a Person that is not a company or other body corporate, at least a majority of the participating (equity) and voting interests of such Person are held, directly or indirectly, by or solely for the benefit of the other Person or Persons; and "controls", "controlling" and "under common control with" shall be interpreted accordingly.

"TA Group Permitted Holders" means the TA Shareholder and any of its Affiliates, provided that the TA Shareholder is managed by TA Associates Management, L.P.

“TA Shareholder” means Bock Capital EU Luxembourg MAC SA R.L.

Advance Notice Provisions

We have included certain advance notice provisions with respect to the election of our directors in our Articles (the **“Advance Notice Provisions”**). The Advance Notice Provisions are intended to: (i) facilitate orderly and efficient annual general meetings or, where the need arises, special meetings; (ii) ensure that all shareholders receive adequate notice of Board nominations and sufficient information with respect to all nominees; and (iii) allow shareholders to register an informed vote. Only persons who are nominated by shareholders in accordance with the Advance Notice Provisions will be eligible for election as directors at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors.

Under the Advance Notice Provisions, a shareholder wishing to nominate a director would be required to provide us notice, in the prescribed form, within the prescribed time periods. These time periods include: (i) in the case of an annual meeting of shareholders (including annual and special meetings), not less than 30 days prior to the date of the annual meeting of shareholders; provided, that if the first public announcement of the date (the **“Notice Date”**) of the annual meeting of shareholders is less than 50 days before the meeting date, not later than the close of business on the 15th day following the Notice Date; and (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for any purpose which includes electing directors, not later than the close of business on the 15th day following the Notice Date, provided that, in either instance, if notice-and-access is used for delivery of proxy related materials in respect of a meeting described above, and the Notice Date in respect of the meeting is not less than 50 days prior to the date of the applicable meeting, the notice must be received not later than the close of business on the 40th day before the applicable meeting.

A copy of the Company’s Articles is available on our website at <https://investors.mavbeautybrands.com> and under the Company’s profile on SEDAR at www.sedar.com.

Majority Voting Policy

In accordance with the requirements of the Toronto Stock Exchange, our Board has adopted a **“Majority Voting Policy”** to the effect that a nominee for election as a director who does not receive a greater number of votes “for” than votes “withheld” with respect to the election of directors by shareholders shall tender his or her resignation to the Chair promptly following the meeting of shareholders at which the director was elected. Our Compensation, Nomination and Governance Committee (**“CNG Committee”**) will consider such offer and make a recommendation to our Board whether to accept it or not. Our Board will promptly accept the resignation unless it determines, in consultation with our CNG Committee, that there are exceptional circumstances that should delay the acceptance of the resignation or justify rejecting it. Our Board will make its decision and announce it in a press release within 90 days following the meeting of shareholders. A director who tenders a resignation pursuant to the Majority Voting Policy will not participate in any meeting of our Board or our CNG Committee at which the resignation is considered.

Description of Proposed Director Nominees

The following sets out certain information regarding each of our nominee directors:

MARC ANTHONY VENERE Founder, President and Chief Executive Officer Age: 50 Ontario, Canada Director Since: 1995 Non-Independent: Mr. Venere is not independent by virtue of the fact that he is an executive officer of the Company.	Mr. Venere has been the Founder, President and Chief Executive Officer and a director of MAV Beauty Brands since he founded the Company in 1995. Under Mr. Venere's leadership, we introduced our first product in Canada in 1995, expanded to the U.S. in 2002 and internationally in 2008, and since then MAV Beauty Brands has grown into a leading global personal care company with sales across North America, in over 30 countries around the world, in over 100 major retailers and through 60,000 doors.
Board/Committee Membership⁽¹⁾	Meeting Attendance⁽²⁾
Board	2/2 (100%)
Securities Held:	
Voting Shares	Deferred Share Units
7,401,817	NIL

CHRIS ELSHAW Chair Age: 58 New York, USA Director Since: 2016 Independent.	Mr. Elshaw has served as Chair of our Board since September 2016. Mr. Elshaw has, since March 2014, acted as a business advisor and board member to private companies and assists with due diligence for private equity firms. He was also an Independent Director and member of the Audit and Compensation committees of Amplify Snack Brands between April 2015 and January 2018. Prior to this, between July 2002 and February 2014, Mr. Elshaw held several roles at Revlon Inc. and its affiliates, a global cosmetics company. Mr. Elshaw is also a National Association of Corporate Directors (NACD) Board Leadership Fellow.
Board/Committee Membership⁽¹⁾	Meeting Attendance⁽²⁾
Board Audit Committee	2/2 (100%) 2/2 (100%)
Securities Held:	
Voting Shares	Deferred Share Units
NIL	5,527

JEFFREY BARBER Age: 46 Massachusetts, USA Director Since: 2016 Non-Independent: Mr. Barber is not independent as a result of his relationship with the TA Shareholder.	Mr. Barber is a Managing Director and Co-Head of TA Associates Management L.P.'s North American Healthcare and Consumer Group and focuses on investments in consumer products, retail, education and healthcare companies. Mr. Barber joined TA Associates in 2001. In addition to MAV Beauty Brands, he currently serves as a board member of Paula's Choice, Petcurean and PetPeople. Mr. Barber holds a BA degree, with all University and Departmental Honors, in Political Science from Johns Hopkins University and an MBA degree, with Honors, from the Columbia Business School as a Beta Gamma Sigma Scholar. Mr. Barber also is a Trustee of Johns Hopkins University, Member of the Dean's Advisory Board of the Johns Hopkins University Krieger School of Arts and Sciences, Member of the John Hopkins University Lacrosse Advisory Board, Chairman of the Private Equity Advisory Board for the Columbia University Business School, Trustee of Buckingham Browne & Nichols School, a Board Member of Boston Children's Hospital Trust and a Board Member of the US Lacrosse Foundation.
Board/Committee Membership⁽¹⁾	Meeting Attendance⁽²⁾
Board Chair of CNG Committee	2/2 (100%) 1/1 (100%)
Securities Held⁽³⁾	
Voting Shares	Deferred Share Units
NIL	NIL ⁽⁴⁾

THOMAS ENNIS Age: 52 Texas, USA Director Since: 2017 Independent.	Mr. Ennis most recently served as the Chief Executive Officer of Amplify Snack Brands from July 2014 to March 2018. Prior to joining Amplify Snack Brands, Mr. Ennis served as the President and Chief Executive Officer of Oberto Brands, a company manufacturing meat snacks, starting in June 2009. Mr. Ennis holds a Bachelor of Arts in History and minor in English from Fordham University and a Master of Business Administration with a concentration in marketing from the University of Texas at Austin.
Board/Committee Membership⁽¹⁾	Meeting Attendance⁽²⁾
Board Audit Committee CNG Committee	2/2 (100%) 2/2 (100%) 1/1 (100%)
Securities Held:	
Voting Shares	Deferred Share Units
31,085	3,684

JESSICA (COHEN) GILLIGAN Age: 31 Massachusetts, USA Director Since: 2017 Non-Independent: Ms. Gilligan is not independent as a result of her relationship with the TA Shareholder.	Ms. Gilligan is a Vice President at TA Associates Management, L.P. Ms. Gilligan joined TA Associates in 2012 and is primarily focused on investments in consumer products, retail and education companies across North America. In addition to MAV Beauty Brands, she currently serves as a Board member of Petcurean. Prior to joining TA Associates, Ms. Gilligan served as an Analyst in the Investment Banking, Mergers & Acquisitions Group at Sagent Advisors, LLC. She holds a Bachelor of Science in Business Administration, magna cum laude, from Washington University in St. Louis and a Master of Business Administration from Harvard Business School.
Board/Committee Membership⁽¹⁾	Meeting Attendance⁽²⁾
Board	2/2 (100%)
Securities Held⁽³⁾	
Voting Shares	Deferred Share Units
NIL	NIL ⁽⁴⁾

STEPHEN SMITH Age: 62 Ontario, Canada Director Since: 2018 Independent.	Mr. Smith currently serves on the board of directors of Metro Toronto Convention Centre as Chair of the Audit Committee, as well as the board of directors of Newstrike Resources Inc., as Chair of the Audit Committee and Lead Director. From 2013 to 2017, Mr. Smith served on the board of directors of CST Brands Inc., as a member of the Audit Committee and a member of the Executive Committee. From 2014 to 2018, Mr. Smith held the position of Executive Vice President, Chief Financial Officer and Advisory Board Director of Jackman Reinvention, Inc., a privately held brand and strategy consulting firm in Toronto. From 2007 until 2013, Mr. Smith served in various leadership roles, including as co-Chief Executive Officer and Chief Financial Officer of Cara Operations Limited, Canada's oldest and largest full-service restaurant company. Mr. Smith is a Chartered Professional Accountant and holds a Bachelor of Commerce degree from the University of Toronto.
Board/Committee Membership⁽¹⁾	Meeting Attendance⁽²⁾
Board Chair of Audit Committee	2/2 (100%) 2/2 (100%)
Securities Held:	
Voting Shares	Deferred Share Units
1,500	4,422

Notes:

- (1) The director is currently a member of each Board committee noted.
- (2) Attendance figures reflect Board and committee meetings held for the period from July 10, 2018, the closing of our IPO, to December 31, 2018, our fiscal year-end.
- (3) See "— Ownership Interest" below.
- (4) No director nominee of the TA Group Permitted Holders who is a partner, principal, member of, or employee of the TA Group Permitted Holders is entitled to receive any compensation for his or her service as a director of our Board. See the "Director Compensation" section of this Circular.

Ownership Interest

Our directors and executive officers, as a group, beneficially own, or control or direct, directly or indirectly an aggregate of approximately 7,439,902 Common Shares, representing approximately 18.7% of our issued and outstanding Shares assuming the conversion of all Proportionate Voting Shares to Common Shares. In addition, two of our directors, Jessica (Cohen) Gilligan and Jeffrey Barber are a managing director and a vice president, respectively, of TA Associates Management L.P., each of which disclaims beneficial ownership of the Common Shares and Proportionate Voting Shares held by Bock Capital EU Luxembourg MAC SA R.L.

Corporate Cease Trade Orders and Bankruptcies

Other than as set out below, none of the directors or executive officers of the Company, and to the best of our knowledge, no shareholder holding a sufficient number of securities to affect materially the control of the Company is, as at the date of this Circular, or has been within the 10 years before the date of this Circular: (a) a director, chief executive officer or chief financial officer of any company that was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or (c) a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets. For the purposes of this paragraph, "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case, that was in effect for a period of more than 30 consecutive days.

Mr. Barber is a member of the board of directors of Vatterott Educational Centers, Inc. ("**Vatterott**"), an operator of private, accredited colleges primarily in the Midwestern United States. On June 29, 2017, Vatterott and several of its affiliates filed for receivership in Missouri's 21st Judicial Circuit Court located in St. Louis County, Missouri and Vatterott announced its intention to sell its schools. Vatterott's court proceedings are ongoing as of the date of the Circular.

Penalties or Sanctions

None of the directors or executive officers of the Company, and to the best of its knowledge, no shareholder holding a sufficient number of securities to affect materially the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Individual Bankruptcies

None of the directors or executive officers of the Company, and to the best of its knowledge, no shareholder holding a sufficient number of securities to affect materially the control of the Company, has, within the 10 years prior to the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

APPOINTMENT OF INDEPENDENT AUDITORS

The Board recommends that Ernst & Young be appointed as auditor of the Company to hold office until the next annual meeting of shareholders or until a successor auditor is appointed and that the Board be authorized to fix the auditor's remuneration. Pursuant to a resolution of the Board approved on April 29, 2019, the Board resolved not to renew the engagement of the former auditor as the Company's auditors and to engage Ernst & Young as auditors of the Company to hold office until the Meeting, at which point Ernst & Young would be proposed for appointment as auditor of the Company. The change of auditor was recommended by the audit committee (the "**Audit Committee**") to the Board as a result of a comprehensive review process resulting in a formal request for proposal being tendered to qualifying accounting firms, including the former auditor. Following its review of the requested submissions, the Audit Committee presented its recommendations to the Board.

In accordance with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**"), attached hereto as Appendix "B" is a copy of the reporting package related to the resignation of Deloitte as former auditor and the appointment of Ernst & Young as successor auditor of the Company.

Ernst & Young has confirmed that it is independent of the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Information about the fees paid to the former auditor of the Company for Fiscal 2018 and Fiscal 2017 may be found in our most recent Annual Information Form under the heading "Audit Committee – External Auditor Service Fees", which is available under the Company's profile on SEDAR at www.sedar.com.

Management recommends voting FOR the resolution to approve the appointment of Ernst & Young as auditor of the Company and the authorisation of the Board to fix the auditor's remuneration.

If you do not specify how you want your shares voted, the individuals named as proxyholders in the proxy form intend to cast the votes represented by proxy at the Meeting FOR the appointment of Ernst & Young as our auditor until the next annual meeting of shareholders or until a successor auditor is appointed, and authorization of the Board to fix Ernst & Young's remuneration.

DIRECTOR COMPENSATION

Our directors' compensation program is designed to attract and retain the most qualified individuals to serve on our Board. Our Board, through our CNG Committee, is responsible for reviewing and approving any changes to the directors' compensation arrangements. In consideration for serving on our Board, each director that is not an employee is paid an annual retainer which may, at our Board's discretion, be paid in cash or in some combination of cash and equity (deferred share units ("**DSUs**")) and is reimbursed for their reasonable out-of-pocket expenses incurred while serving as directors.

The chart below outlines our director compensation program for our non-employee directors:

Type of Fee	Position	Amount
Board Retainer.....	Chair ⁽¹⁾	C\$150,000/year
	Board Member ⁽¹⁾	C\$100,000/year
Additional Committee Retainer.....	Audit Committee Chair	C\$20,000/year
	CNG Chair	C\$10,000/year
	Committee Membership	Nil
Meeting Fees.....	Board/Committee Meeting	Nil

Note:

(1) Currently, 50% of the retainer is paid in DSUs and the remainder is paid in cash.

In addition, pursuant to the Investor Rights Agreement, no director nominee of the TA Group Permitted Holders who is a partner, principal, member of, or employee of the TA Group Permitted Holders is entitled to receive any compensation for his or her service as a director of our Board, other than persons who serve as an advisory director or consultant to the TA Group Permitted Holders. As an employee of MAV Beauty Brands, Marc Anthony Venere does not receive additional compensation for serving as a director on our Board.

Director Compensation Table

The following table sets out information concerning the Fiscal 2018 compensation earned by, paid to, or awarded to each non-employee director since the date of our IPO:

Name	Fees Earned ⁽¹⁾ (\$)	Share-based awards ⁽¹⁾⁽²⁾ (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total ⁽¹⁾ (\$)
Chris Elshaw	27,287.50	27,287.50	—	—	—	—	54,575.00
Thomas Ennis	18,325.00	18,325.00	—	—	—	—	36,650.00
Stephen Smith	21,990.00	21,990.00	—	—	—	—	43,980.00

Notes:

- (1) Amounts reported have been converted to U.S. dollars using the Bank of Canada daily average rate of exchange on December 31, 2018, being the last trading day of Fiscal 2018 of C\$1.00 = \$0.7330.
- (2) Currently, 50% of the retainer paid to directors is paid in DSUs and the remainder is paid in cash.

Outstanding Option-Based and Share-Based Awards for Directors

The following table sets out information concerning the option-based and share-based awards outstanding as at December 31, 2018 granted to our non-employee directors prior to our IPO:

Name and Principal Position	Option-based Awards				Share-based Awards		
	Number of Common Shares underlying unexercised options ⁽¹⁾	Option exercise price ⁽²⁾ (\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾⁽³⁾ (\$)	Number of Shares that have not vested	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed ⁽²⁾⁽⁴⁾⁽⁵⁾ (\$)
Chris Elshaw	270,090	3.46 (C\$4.72)	January 30, 2027	1,179,937	—	—	24,691.21
Thomas Ennis	81,047	3.46 (C\$4.72)	July 26, 2027	354,068	—	—	16,460.80
Stephen Smith	—	—	—	—	—	—	19,752.96

Notes:

- (1) The Options (as defined herein) reflected in this column were granted under our Option Plan, and each such option is exercisable for one Common Share. For a description of the terms of the Options granted under our Option Plan, see "Long-Term Incentive Compensation — Option Plan".
- (2) Amounts reported have been converted to U.S. dollars using the Bank of Canada daily average rate of exchange on December 31, 2018, being the last trading day of Fiscal 2018 of C\$1.00 = \$0.7330.
- (3) The value of the Common Shares underlying the Options is calculated based on the difference between the closing price of C\$10.68 for the Common Shares on the Toronto Stock Exchange on December 31, 2018, being the last trading day of Fiscal 2018 and the exercise price. This amount may not represent the actual value of the Option award upon settlement, as the value of the Common Shares underlying these awards may be of greater or lesser value based on the market value of the Common Shares at the time.
- (4) Share-based awards are comprised of DSUs, which are fully vested upon the date of grant and settled when a director ceases to serve on the Board.
- (5) The value of the Common Shares underlying the DSUs is calculated based on the closing price of C\$10.68 for the Common Shares on the Toronto Stock Exchange on December 31, 2018, being the last trading day of Fiscal 2018. This amount may not represent the actual value of the DSU award upon settlement, as the value of the Common Shares underlying these awards may be of greater or lesser value based on the market value of the Common Shares at the time.

Incentive Plan Awards – Value Vested or Earned During the Year for Directors

The following table indicates, for each of our directors entitled to receive any compensation for his or her service as a director of our Board, a summary of the value of the option-based and share-based awards vested in accordance with their terms during Fiscal 2018:

Name and Principal Position	Option-based awards – Value vested during the year ⁽¹⁾⁽²⁾ (\$)	Share-based awards – Value vested during year ⁽²⁾⁽³⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Chris Elshaw	631,550	27,904.59	—
Thomas Ennis	124,460	18,627.06	—
Stephen Smith	—	22,353.47	—

Notes:

- (1) The value of the Common Shares underlying the Options is calculated based on C\$14.00 per Common Share less exercise price for Options vested prior to July 10, 2018, the date of our IPO, and the difference between the closing price of the Common Shares on the Toronto Stock Exchange on the vesting date and the exercise price for Options vested after the date of our IPO. This amount may not represent the actual value of the Option award upon settlement, as the value of the Common Shares underlying these awards may be of greater or lesser value based on the market value of the Common Shares at the time.
- (2) Amounts reported have been converted to U.S. dollars using the Bank of Canada daily average rate of exchange on December 31, 2018, being the last trading day of Fiscal 2018 of C\$1.00 = \$0.7330.
- (3) Share-based awards are comprised of DSUs, which are fully vested upon the date of grant and settled when a director ceases to serve on the Board. The value of such DSUs is calculated by the market value of the underlying Common Shares on the vesting date. This amount may not represent the actual value of the DSU award upon settlement, as the value of the Common Shares underlying the DSUs be of greater or lesser value based on the market value of the Common Shares at the time.

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

The following discussion describes the significant elements of the compensation in Fiscal 2018 of our Chief Executive Officer, Chief Financial Officer, Chief Revenue Officer, VP of U.S. Sales and VP of Marketing, Brand and Innovation (collectively, the “**named executive officers**” or “**NEOs**”), namely:

- Marc Anthony Venere, Founder, President and Chief Executive Officer;
- Christopher Doyle, Chief Strategy Officer (formerly Chief Financial Officer)⁽¹⁾;
- Tim Bunch, Chief Revenue Officer;
- Brandyn Muegge, VP of U.S. Sales; and
- Kimberly Konstant, VP of Marketing, Brand and Innovation.

Note:

(1) Effective April 5, 2019, Christopher Doyle transitioned from the office of Chief Financial Officer and assumed the newly created executive position of Chief Strategy Officer. Judy Adam joined the Company’s executive team as Chief Financial Officer as of April 5, 2019.

Overview

We operate in a dynamic and rapidly evolving market. To succeed in this environment and to achieve our business and financial objectives, we need to attract, retain and motivate a highly talented team of executive officers. We expect our team to possess and demonstrate strong leadership and management capabilities, as well as foster our culture, which is at the foundation of our success and remains a pivotal part of our everyday operations.

Our executive officer compensation program is designed to achieve the following objectives:

- provide compensation opportunities in order to attract and retain talented, high-performing and experienced executive officers, whose knowledge, skills and performance are critical to our success;
- motivate our executive officers to achieve our business and financial objectives;
- align the interests of our executive officers with those of our shareholders by tying a meaningful portion of compensation directly to the long-term value and growth of our business; and
- provide incentives that encourage appropriate levels of risk-taking by our executive officers and provide a strong pay-for-performance relationship.

We offer our executive officers cash compensation in the form of base salary and an annual bonus, and equity-based or equity-like compensation in the form of options (“**Options**”), restricted share units (“**RSUs**”) and performance share units (“**PSUs**”) under the LTIP (as defined below).

While we have determined that our current executive officer compensation program is effective at attracting and maintaining executive officer talent, we continue to evaluate our philosophy and compensation program as circumstances require and plan to continue to review compensation on an annual basis. As part of this review process, we are guided by the philosophy and objectives outlined

above, as well as other factors which may become relevant, such as the cost to us if we were required to find a replacement for a key employee.

Compensation-Setting Process

Our CNG Committee is responsible for assisting our Board in fulfilling its governance and supervisory responsibilities, and overseeing our human resources, succession planning, and compensation policies, processes and practices. Our CNG Committee also ensures that compensation policies and practices provide an appropriate balance of risk and reward consistent with our risk profile. Our Board has established a written charter for our CNG Committee setting out its responsibilities for administering our compensation programs and reviewing and making recommendations to our Board concerning the level and nature of the compensation payable to our directors and executive officers. Our CNG Committee's oversight includes setting objectives, evaluating performance, and ensuring that total compensation paid to our NEOs and various other key executive officers and key managers is fair, reasonable and consistent with the objectives of our philosophy and compensation program. See also "Corporate Governance — Committees of our Board — Compensation, Nomination and Governance Committee."

In Fiscal 2018, we retained Willis Tower Watson Canada Inc. ("**Willis Tower Watson**"), an independent consulting firm, to provide services to us in connection with executive officer and director compensation matters for Fiscal 2018, including, among other things, the following:

- assist in reviewing the competitiveness of our current cash and equity-based compensation arrangements for our NEOs;
- assist in designing a new incentive awards framework for our executive officers and key managers; and
- conduct a director compensation assessment.

For purposes of review of the competitiveness of our compensation arrangements, our peer group includes: Aritzia Inc., Sleep Country Canada Holdings Inc., Duluth Holdings Inc., Vera Bradley, Inc., Medifac, Inc., Roots Corporation, Jamieson Wellness Inc., Weyco Group, Inc., e.l.f Beauty, Inc., New Look Vision Group Inc., Sequential Brands Group, Inc., Winmark Corporation and Freshii Inc.

As of December 31, 2018, Willis Tower Watson has billed us an aggregate of C\$57,999 in Fiscal 2018 for the foregoing services.

The compensation paid to our NEOs for Fiscal 2018, which was our first year as a public company, is summarized below under the heading "— Summary Compensation Table".

Principal Elements of Compensation

The compensation of our executive officers includes three major elements: (i) base salary; (ii) an annual bonus; and (iii) long-term equity incentives. Perquisites and personal benefits are not a significant element of compensation of our executive officers.

Base Salaries

Base salary is provided as a fixed source of compensation for our executive officers. Adjustments to base salaries will be reviewed annually and as warranted throughout the year to reflect promotions or other changes in the scope of breadth of an executive officer's role or responsibilities, as well as to maintain market competitiveness.

Annual Bonuses

Annual bonuses are designed to motivate our executive officers to meet our business and financial objectives generally and our annual financial performance targets in particular. Our annual bonus plan for Fiscal 2018 was designed prior to our IPO as a profit-sharing pool based on profit contribution (as defined in the plan). The size of the pool varies with achievement above and below the target profit contribution, with a 50% payout if 90% of the target profit contribution is achieved, and no payout if less than 90% of the target profit contribution is achieved. The size of the pool increases if the target is exceeded. In Fiscal 2018, 93% of the target profit contribution was achieved.

For annual bonuses payable for performance in Fiscal 2019, we are working with our compensation consultant to adopt a new annual bonus plan that is more typical of an annual short-term incentive plan for a public company and our peers. We currently make annual bonus payments in cash and anticipate continuing to do so.

Long-Term Incentive Compensation

Long-term incentive compensation awards provide continual motivation for our officers, employees, consultants and directors to achieve our business and financial objectives, and also align their interests with the long-term interests of our shareholders.

Omnibus Long-Term Incentive Plan

In 2018, we established our long-term incentive plan (“**LTIP**”) to allow for a variety of equity-based awards that provide different types of incentives to be granted to certain of our executive officers, employees and consultants (in the case of Options, PSUs and RSUs) and non-employee directors (in the case of DSUs). Options, PSUs, RSUs and DSUs are collectively referred to herein as “**Awards**”. Each Award represents the right to receive Common Shares, or in the case of PSUs, RSUs and DSUs, Common Shares or cash, in accordance with the terms of the LTIP. The following discussion is qualified in its entirety by the text of the LTIP.

Under the terms of the LTIP, our Board, or if authorized by our Board, our CNG Committee may grant Awards to eligible participants, as applicable. Participation in the LTIP is voluntary and, if an eligible participant agrees to participate, the grant of Awards will be evidenced by a grant agreement with each such participant. The interest of any participant in any Award is not assignable or transferable, whether voluntary, involuntary, by operation of law or otherwise, other than by will or the laws of descent and distribution.

The LTIP provides that appropriate adjustments, if any, will be made by our Board in connection with a reclassification, reorganization or other change of our Common Shares, share split or consolidation, distribution, merger or amalgamation, in the Common Shares issuable or amounts payable to preclude a dilution or enlargement of the benefits under the LTIP.

The maximum number of Common Shares reserved for issuance, in the aggregate, under our LTIP and the Option Plan, collectively, is 10% of the aggregate number of Common Shares (assuming the conversion of all Proportionate Voting Shares to Common Shares) issued and outstanding from time to time, which represents 4,061,936 Common Shares as of the date of this Circular. As of the date of this Circular, a total of 3,277,740 Options are issued and outstanding under the LTIP Plan and the Option Plan representing approximately 8.1% of the issued and outstanding Common Shares (assuming conversion of all Proportionate Voting Shares to Common Shares). For the purposes of calculating the maximum number of Common Shares reserved for issuance under the LTIP and the Option Plan, any issuance from treasury by the Company that is issued in reliance upon an exemption under applicable stock exchange rules applicable to equity based compensation arrangements used as an inducement to person(s) or company(ies) not previously employed by and not previously an insider of the Company shall not be included. All of the Common Shares covered by the exercised, cancelled or terminated Awards

will automatically become available Common Shares for the purposes of Awards that may be subsequently granted under the LTIP. As a result, the LTIP is considered an “evergreen” plan.

The maximum number of Common Shares that may be: (i) issued to insiders of the Company within any one-year period; or (ii) issuable to insiders of the Company at any time, in each case, under the LTIP alone, or when combined with all of the Company’s other security-based compensation arrangements, including the Option Plan, cannot exceed 10% of the aggregate number of Common Shares issued and outstanding from time to time (assuming the conversion of all Proportionate Voting Shares to Common Shares).

Unless our Board decides otherwise, the participant’s grant agreement will provide that any Options granted will vest over a five-year period as follows: 20% at the first anniversary of the date of such grant and 5% each subsequent quarter for the remaining four years following the first anniversary of the date of such grant. An option shall be exercisable during a period established by our Board which shall commence on the date of the grant and shall terminate no later than ten years after the date of the granting of the option or such shorter period as the Board may determine. The minimum exercise price of an option will be determined based on the closing price of the Common Shares on the TSX on the last trading day before the date such option is granted. The LTIP provides that the exercise period shall automatically be extended if the date on which it is scheduled to terminate shall fall during a black-out period. In such cases, the extended exercise period shall terminate 10 business days after the last day of the black-out period. In order to facilitate the payment of the exercise price of the Options, the LTIP has a cashless exercise feature pursuant to which a participant may elect to undertake either a broker assisted “cashless exercise” or a “net exercise” subject to the procedures set out in the LTIP, including the consent of our Board, where required.

The following table describes the impact of certain events upon the rights of holders of Options under the LTIP, including termination for cause, resignation, retirement, termination other than for cause, and death or long-term disability, subject to the terms of a participant’s employment agreement, grant agreement and the change of control provisions described below:

Event Provisions	Provisions
Termination for cause	Immediate forfeiture of all vested and unvested Options.
Resignation, retirement and termination other than for cause.....	Forfeiture of all unvested Options and the earlier of the original expiry date and 90 days after resignation to exercise vested Options or such longer period as our Board may determine in its sole discretion.
Death or long-term disability	Forfeiture of all unvested Options and other earlier of the original expiry date and 12 months after date of death or long-term disability to exercise vested Options or such longer period as our Board may determine in its sole discretion.

The terms and conditions of grants of RSUs, PSUs and DSUs, including the quantity, type of award, grant date, vesting conditions, vesting periods, settlement date and other terms and conditions with respect to these Awards, are set out in the participant's grant agreement. The impact of certain events upon the rights of holders of these types of Awards, including termination for cause, resignation, retirement, termination other than for cause and death or long-term disability, are set out in the participant's grant agreement.

In connection with a change of control of the Company, our Board will take such steps as are reasonably necessary or desirable to cause the conversion or exchange or replacement of outstanding Awards into, or for, rights or other securities of substantially equivalent (or greater) value in the continuing entity, provided that our Board may accelerate the vesting of Awards if: (i) the required steps to cause the conversion or exchange or replacement of Awards are impossible or impracticable to take or are not being taken by the parties required to take such steps (other than the Company); or (ii) the Company has entered into an agreement which, if completed, would result in a change of control and the counterparty or counterparties to such agreement require that all outstanding Awards be exercised immediately before the effective time of such transaction or terminated on or after the effective time of such transaction. If a participant is terminated without cause during the 12 month period following a change of control, or after the Company has signed a written agreement to effect a change of control but before the change of control is completed, then any unvested Awards (based on the performance achieved up to the termination date in respect of PSUs) will immediately vest and may be exercised within 30 days of such date.

Our Board may, in its sole discretion, suspend or terminate the LTIP at any time, or from time to time, amend, revise or discontinue the terms and conditions of the LTIP or of any securities granted under the LTIP and any grant agreement relating thereto, subject to any required regulatory and TSX approval, provided that such suspension, termination, amendment, or revision will not adversely alter or impair any Award previously granted except as permitted by the terms of the LTIP or as required by applicable laws.

Our Board may amend the LTIP or any securities granted under the LTIP at any time without the consent of a participant provided that such amendment shall: (i) not adversely alter or impair any Award previously granted except as permitted by the terms of the LTIP; (ii) be in compliance with applicable law and subject to any regulatory approvals including, where required, the approval of the TSX; and (iii) be subject to shareholder approval, where required by law, the requirements of the TSX or the LTIP, provided however that shareholder approval shall not be required for the following amendments and our Board may make any changes which may include but are not limited to:

- any amendment to the vesting provisions, if applicable, or assignability provisions of Awards;
- any amendment regarding the effect of termination of a participant's employment or engagement;
- any amendment which accelerates the date on which any Award may be exercised under the LTIP;
- any amendment necessary to comply with applicable law or the requirements of the TSX or any other regulatory body;
- any amendment of a "housekeeping" nature, including, without limitation, to clarify the meaning of an existing provision of the LTIP, correct or supplement any provision of the LTIP that is inconsistent with any other provision of the LTIP, correct any grammatical or typographical errors or amend the definitions in the LTIP;

- any amendment regarding the administration of the LTIP; and
- any other amendment that does not require the approval of shareholders pursuant to the amendment provisions of the LTIP, provided that the alteration, amendment or variance does not:
- increase the maximum number of Common Shares issuable under the LTIP, other than an adjustment pursuant to a change in capitalization;
- reduce the exercise price of Awards;
- extend expiration date of an Award benefitting an insider of the Company, except in the case of an extension due to black-out period;
- remove or exceed the insider participation limits; or
- amend the amendment provisions of the LTIP.

Option Plan

In 2017, we established our 2017 Stock Option Plan (the “**Option Plan**”), which was further amended and restated as of closing of our IPO, to advance our interests by enhancing our ability to attract and retain able directors, employees, consultants and advisers, to reward such individuals for their contributions and to encourage such individuals to take into account our long-term interests through the granting of Options to acquire Common Shares of the Company. Options issued and outstanding under the Option Plan are exercisable for Common Shares.

No further awards will be granted under the Option Plan.

The Option Plan provides that appropriate adjustments, if any, will be made by our Board in connection with any subdivision, combination or reclassification of our Common Shares, or other change in our share capital, including adjustments to the exercise price and/or the number of Common Shares to which an optionee is entitled upon exercise of Options.

Summary Compensation Table

The following table sets out information concerning the Fiscal 2018 compensation earned by, paid to, or awarded to the NEOs. As we became a reporting issuer during Fiscal 2018, in accordance with applicable securities laws, compensation information has not been presented with respect to prior years. See also the footnotes to the table.

Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-equity Incentive Plan Compensation (\$)		Pension Value ⁽¹⁾ (\$)	All Other Compensation ⁽²⁾ (\$)	Total Compensation (\$)
					Annual Incentive Plan ⁽¹⁾	Long-Term Incentive Plans ⁽²⁾			
Marc Anthony Venere ⁽³⁾ , <i>Founder, President and Chief Executive Officer</i>	2018	476,511	—	7,635,154 ⁽⁴⁾⁽⁵⁾	166,757.50	—	—	14,909.00	8,293,332
Christopher Doyle ⁽³⁾⁽⁶⁾ , <i>Chief Financial Officer</i>	2018	164,986	—	104,651 ⁽⁴⁾	42,880.50	—	—	8,796.00	321,314
Tim Bunch ⁽³⁾ , <i>Chief Revenue Officer</i>	2018	256,550	—	—	83,378.75	—	—	228,733	568,662
Brandyn Muegge, <i>VP of U.S. Sales</i>	2018	250,000	—	84,271 ⁽³⁾⁽⁴⁾⁽⁷⁾	81,250.00	—	—	—	415,521
Kimberly Konstant, <i>VP of Marketing, Brand and Innovation</i>	2018	164,423	—	74,769.82 ⁽³⁾⁽⁴⁾⁽⁸⁾	36,563.00	—	—	—	275,756

Notes:

- (1) We do not currently offer a deferred compensation plan or pension plan.
- (2) None of NEOs are entitled to perquisites or other personal benefits which, in the aggregate, are worth over \$50,000 or over 10% of their base salary.
- (3) Amounts reported have been converted to U.S. dollars using the Bank of Canada daily average rate of exchange on the date of grant.
- (4) The grant date fair value of Options awarded was calculated using the Black-Scholes model. The Black-Scholes factor has been determined using 5 years expected life, a volatility of 45% and a risk-free rate of 2.00%.
- (5) On July 10, 2018, Mr. Venere received a one-time grant of 1,721,170 Options under the LTIP as reflected in the table above, with an exercise price of C\$14.00. The Options will vest over a 5-year period in accordance with the Company's standard vesting schedule described under "— Omnibus Long-Term Incentive Plan".
- (6) Effective April 5, 2019, Christopher Doyle transitioned from the office of Chief Financial Officer and assumed the newly created executive position of Chief Strategy Officer. Judy Adam joined the Company's executive team as Chief Financial Officer as of April 5, 2019.
- (7) On February 21, 2018, Ms. Muegge received a grant of 446,250 Options in connection with her commencement of employment.
- (8) On April 27, 2018, Ms. Konstant received a grant of 318,832 Options in connection with her commencement of employment.

Employment Agreements, Termination and Change of Control Benefits

We have written employment agreements with each of our NEOs and each executive is entitled to receive compensation established by us, as well as other benefits in accordance with plans available to the most senior employees.

Immediately following the closing of the IPO, we entered into an amended employment agreement with Marc Anthony Venere, which provides for his base salary and annual bonus, and includes, among other things, certain restrictive covenants for a period of 24 months following termination, as well as eligibility for our benefit plans. In the case of termination of employment other than for cause, Mr. Venere is entitled to continued base salary for 24 months following the date of termination and in the event the date of termination occurs within the first three months of any calendar year, a bonus payment equal to two times his bonus earned during the previous year or in the event the date of termination occurs within the last 9 months of any year, a proportionate bonus payment adjusted for achievement above or below the budget for such year and participation in the benefit plans until the earlier of 24 months after the date of termination and the date he obtains new employment and receives similar benefits from new employer.

On April 10, 2017, we entered into an employment agreement with Christopher Doyle, as amended on April 5, 2019, setting forth the terms and conditions of his employment, which commenced on May 17, 2017. The employment agreement provides for his base salary and annual bonus and includes, among other things, certain restrictive covenants for a period of 6 months following termination, as well as eligibility for our benefit plans. In the case of termination of employment for other than cause, Mr. Doyle will be entitled to continued base salary for three months following the date of termination, plus an additional month for each completed year of employment to a maximum of 12 months, and participation in the benefit plans until the end of the notice period. Notwithstanding the above, in the event of termination at Mr. Doyle's discretion due to a lack of mutual agreement as to the duties and responsibilities of the position of Chief Strategy Officer before June 30, 2019, the employment agreement provides that Mr. Doyle will be entitled to continued base salary and participation in the benefit plans for six months following the date of termination, any portion of base salary earned prior to the termination and a pro-rated portion of his bonus at target for the year in which Mr. Doyle's employment terminates.

On January 21, 2017, we entered into an employment agreement with Tim Bunch setting forth the terms and conditions of his employment, which commenced on January 23, 2017. The employment agreement provides for his base salary and annual bonus and includes, among other things, certain restrictive covenants for a period of 12 months following termination, as well as eligibility for our benefit plans. In the case of termination of employment for other than cause, Mr. Bunch will be entitled to continued base salary for 12 months following the date of termination, pro-rated portion of his bonus which will be deferred until the completion of the year to which it relates (and subject to achievement of both corporate and personal objectives) and participation in the health benefit plans for 12 months to the extent authorized by and consistent with Consolidated Omnibus Budget Reconciliation Act in the U.S.

On September 18, 2017, we entered into an employment agreement with Brandyn Muegge setting forth the terms and conditions of her employment, which commenced on October 9, 2017. The employment agreement provides for her base salary and annual bonus, as well as eligibility for our benefit plans.

On April 4, 2018, we entered into an employment agreement with Kimberly Konstant setting forth the terms and conditions of her employment, which commenced on April 1, 2018. The employment agreement provides for her base salary and annual bonus and includes, among other things, certain restrictive covenants for a period of six months following termination, as well as eligibility for our benefit plans. In the case of termination of employment other than for cause, Ms. Konstant will be entitled to continued base salary for 6 months following the date of termination and participation in the health benefit plans for 6 months to the extent authorized by and consistent with Consolidated Omnibus Budget Reconciliation Act in the U.S.

The table below shows the incremental payments that would be made to our NEOs upon the occurrence of certain events. See “— Principal Elements of Compensation — Long-Term Incentive Compensation”.

Name and Principal Position	Event	Severance ⁽¹⁾ (\$)	Options ⁽²⁾ (\$)	Other Payments (\$)	Total (\$)
Marc Anthony Venere, ⁽³⁾ <i>Founder, President and Chief Executive Officer</i>	Termination other than for cause	952,900	— ⁽⁴⁾	154,846.25	1,581,403
Christopher Doyle, ⁽³⁾⁽⁵⁾ <i>Chief Financial Officer</i>	Termination other than for cause	54,975	133,247	—	158,078
Tim Bunch, ⁽³⁾ <i>Chief Revenue Officer</i>	Termination other than for cause	256,550	533,625	—	572,313
Brandyn Muegge, <i>VP of U.S. Sales</i>	Termination other than for cause	—	65,911	—	—
Kimberly Konstant, <i>VP of Marketing, Brand and Innovation</i>	Termination other than for cause	112,500	—	—	112,500

Notes:

- (1) Severance payments are calculated based on the base salary we pay to our executive officers.
- (2) The value of Options is calculated based the closing price of C\$10.68 for the Common Shares on the Toronto Stock Exchange on December 31, 2018, being the last trading day of Fiscal 2018.
- (3) Amounts reported have been converted to U.S. dollars using the Bank of Canada daily average rate of exchange on December 31, 2018, being the last trading day of Fiscal 2018 of C\$1.00 = \$0.7330.
- (4) In the event that Marc Anthony Venere's employment is terminated or he resigns, his Options will continue to vest as long as he remains an eligible participant under the LTIP as a director of or consultant to the Company.
- (5) Effective April 5, 2019, Christopher Doyle transitioned from the office of Chief Financial Officer and assumed the newly created executive position of Chief Strategy Officer. Judy Adam joined the Company's executive team as Chief Financial Officer as of April 5, 2019.

Outstanding Option-Based Awards and Share-Based Awards

The following table sets out information concerning the option-based and share-based awards outstanding as at December 31, 2018 granted to our NEOs:

Name and Principal Position	Option-based Awards				Share-based Awards		
	Number of Common Shares underlying unexercised options ⁽¹⁾	Option exercise price ⁽²⁾ (\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾⁽³⁾ (\$)	Number of shares that have not vested	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Marc Anthony Venere,..... <i>Founder, President and Chief Executive Officer</i>	1,721,170	10.26 (C\$14.00)	July 10, 2028	—	—	—	—
Christopher Doyle,..... <i>Chief Financial Officer</i>	54,031	3.51 (C\$4.72)	May 17, 2027	236,024.33	—	—	—
	27,016	6.92 (C\$9.44)	May 17, 2027	24,531.67	—	—	—
	27,016	10.38 (C\$14.16)	May 17, 2027	—	—	—	—
	47,266	5.71 (C\$7.79)	March 12, 2028	100,162.37	—	—	—
	23,633	11.42 (C\$15.58)	March 12, 2028	—	—	—	—
	23,633	17.13 (C\$23.37)	March 12, 2028	—	—	—	—
Tim Bunch,..... <i>Chief Revenue Officer</i>	135,045	3.46 (C\$4.72)	January 18, 2027	589,915.37	—	—	—
	135,045	6.92 (C\$9.44)	January 18, 2027	122,627.58	—	—	—
	135,04	10.38 (C\$14.16)	January 18, 2027	—	—	—	—
Brandyn Muegge,..... <i>VP of U.S. Sales</i>	47,266	4.57 (C\$6.23)	February 21, 2028	154,134.08	—	—	—
	23,633	9.13 (C\$12.46)	February 21, 2028	—	—	—	—
	23,633	13.70 (C\$18.69)	February 21, 2028	—	—	—	—
Kimberly Konstant,..... <i>VP of Market, Brand and Innovation</i>	33,770	5.71 (C\$7.79)	April 27, 2028	71,562.96	—	—	—
	16,885	11.42 (C\$15.58)	April 27, 2028	—	—	—	—
	16,885	17.13 (C\$23.37)	April 27, 2028	—	—	—	—

Notes:

- (1) The Options reflected in this column were granted under our Option Plan or pursuant to the LTIP, and each option is exercisable for one Common Share. For a description of the terms of the Options granted under our Option Plan, see “— Principal Elements of Compensation — Long-Term Incentive Compensation — Option Plan” and for a description of the terms of the Options granted under our LTIP, see “— Principal Elements of Compensation — Long-Term Incentive Compensation — Omnibus Long-Term Incentive Plan.”
- (2) Amounts reported have been converted to U.S. dollars using the Bank of Canada daily average rate of exchange on December 31, 2018, being the last trading day of Fiscal 2018 of C\$1.00 = \$0.7330.
- (3) Based on the difference between the closing price of C\$10.68 for the Common Shares on the Toronto Stock Exchange on December 31, 2018, being the last trading day of Fiscal 2018 and the exercise price.
- (4) Effective April 5, 2019, Christopher Doyle transitioned from the office of Chief Financial Officer and assumed the newly created executive position of Chief Strategy Officer. Judy Adam joined the Company's executive team as Chief Financial Officer as of April 5, 2019.

As a result of the 5-year vesting schedule for any outstanding Options, an aggregate of 593,591 of the 1,556,570 Options outstanding under the Option Plan have vested, and no Options under the LTIP have vested as of the date of this Circular. Our Board believes these equity awards continue to provide meaningful incentive and retention value to such named executive officers.

Incentive Plan Awards — Value Vested or Earned During the Year

The following table indicates, for each of our NEOs, a summary of the value of the option-based and share-based awards vested in accordance with their terms during Fiscal 2018:

Name and Principal Position	Option-Based Awards – Value Vested During the Year ⁽¹⁾⁽²⁾ (\$)	Share-Based Awards – Value Vested During the Year	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Marc Anthony Venere, <i>Founder, President and Chief Executive Officer</i>	—	—	166,758
Christopher Doyle, ⁽²⁾⁽³⁾ <i>Chief Financial Officer</i>	131,084	—	42,881
Tim Bunch, ⁽²⁾ <i>Chief Revenue Officer</i>	465,842	—	83,379
Brandyn Muegge, <i>VP of U.S. Sales</i>	51,276	—	81,250
Kimberly Konstant, <i>VP of Marketing, Brand and Innovation</i>	—	—	36,563

Notes:

- (1) The value of the Common Shares underlying the Options is calculated based on C\$14.00 per Common Share less exercise price for Options vested prior to July 10, 2018, the date of our IPO, and the difference between the closing price of the Common Shares on the Toronto Stock Exchange on the applicable vesting date and the exercise price for Options vested after the date of our IPO. This amount may not represent the actual value of the Option award upon settlement, as the value of the Common Shares underlying these awards may be of greater or lesser value based on the market value of the Common Shares at the time.
- (2) Amounts reported have been converted to U.S. dollars using the Bank of Canada daily average rate of exchange on December 31, 2018, being the last trading day of Fiscal 2018 of C\$1.00 = \$0.7330.
- (3) Effective April 5, 2019, Christopher Doyle transitioned from the office of Chief Financial Officer and assumed the newly created executive position of Chief Strategy Officer. Judy Adam joined the Company's executive team as Chief Financial Officer as of April 5, 2019.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table shows information, as at December 31, 2018, on compensation plans under which shares are authorized for issuance. Only Common Shares are issuable under our existing equity compensation plans. For a description of our equity-based incentive compensation plans, see “Compensation Discussion and Analysis — Principal Elements of Compensation”.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (\$) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders			
• LTIP	3,409,445	10.26	666,072
• Option Plan	1,688,275	6.44	NIL
Equity compensation plans not approved by shareholders			
• TSX Inducement Exemption ⁽¹⁾	106,893	9.45	708,210
Total	3,516,338	8.40	1,481,175

Note:

(1) These Options were issued pursuant to the Toronto Stock Exchange inducement exemption.

The following table provides the number of Options granted in Fiscal 2018 (burn rate) under the Option Plan and LTIP expressed as a percentage of the weighted average number of outstanding shares for the fiscal year.

Fiscal Year	Number of Stock Options Granted	Weighted Average Number of Shares	Stock Options Burn Rate ⁽¹⁾
2018	2,287,291	24,421,661	9.37%

Note:

(1) The burn rate is calculated by dividing the number of Options granted during the fiscal year by the weighted average number of Shares outstanding for the fiscal year.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers, employees, former directors, former executive officers or former employees of the Company, and none of their associates, is or has within 30 days before the date of this Circular or at any time since the beginning of the most recently completed financial year been indebted to the Company or another entity whose indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar agreement or understanding provided by the Company, except for routine indebtedness.

CORPORATE GOVERNANCE

General

The Board believes that sound corporate governance practices are essential to the proper management and operation of our business. This includes compliance with applicable regulatory requirements and best practices that go beyond the requirements mandated by regulation.

We recognize that good corporate governance plays an important role in our overall success and in enhancing shareholder value and, accordingly, we have adopted certain corporate governance policies and practices.

Disclosure of our governance practices as required under National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”) is set out below and describes our approach to corporate governance.

To comply with these various standards and achieve best practices, we have adopted comprehensive corporate governance policies and procedures. Our key policies and documents include the following:

- Mandate of the Board of Directors
- Majority Voting Policy
- Charters of the Board Committees, including the Audit Committee and the CNG Committee
- Code of Ethics
- Whistleblower Policy
- Insider Trading Policy
- Disclosure Policy
- Governance Guidelines

Composition of our Board and Board Committees

Under our Articles, our Board is to consist of a minimum of three and a maximum of 15 directors as determined from time to time by the directors. Our Board consists of six directors: Marc Anthony Venere, Chris Elshaw (Chair), Jeffrey Barber, Thomas Ennis, Jessica (Cohen) Gilligan and Stephen Smith. Under the BCBCA, a director may be removed with or without cause by a resolution passed by an ordinary majority of the votes cast by shareholders present in person or by proxy at a meeting and who are entitled to vote. The directors will be elected by shareholders at each annual meeting of shareholders, and all directors will hold office for a term expiring at the close of the next annual meeting or until their respective successors are elected or appointed. Our Articles provide that, between annual general meetings of shareholders, the directors may appoint one or more additional directors, but the number of additional directors may not at any time exceed one-third of the number of current directors who were elected or appointed other than as additional directors.

Certain aspects of the composition and functioning of our Board are governed by the terms of the Investor Rights Agreement. See also “Election of Directors — Investor Rights Agreement”.

Director Independence

Under NI 58-101, a director is considered to be independent if he or she is independent within the meaning of National Instrument 52-110 — Audit Committees (“NI 52-110”). Pursuant to NI 52-110, an independent director is a director who is free from any direct or indirect relationship which could, in the view of our Board, be reasonably expected to interfere with a director’s independent judgment. Based on information provided by each director concerning his or her background, employment and affiliations, our Board has determined that three directors on our Board, Marc Anthony Venere, Jeffrey Barber and Jessica (Cohen) Gilligan, are not considered independent as a result of their respective relationships with

us or the TA Shareholder, as applicable. Certain members of our Board are also members of the board of directors of other public companies. Our Board has not adopted a director interlock policy, but is keeping informed of other public directorships held by its members.

Meetings of Independent Directors and Conflicts of Interest

Our Board believes that given its size and structure, it is able to facilitate independent judgment in carrying out its responsibilities. To enhance such independent judgment, the independent members of our Board may meet in the absence of senior executive officers or any non-independent directors. Our Chair is responsible for ensuring that the directors who are independent of management have opportunities to meet without management present, as required.

A director who has a material interest in a matter before our Board or any committee on which he or she serves is required to disclose such interest as soon as the director becomes aware of it. In situations where a director has a material interest in a matter to be considered by our Board or any committee on which he or she serves, such director may be required to absent himself or herself from the meeting while discussions and voting with respect to the matter are taking place. Directors are also required to comply with the relevant provisions of the BCBCA regarding conflicts of interest.

Director Term Limits and Other Mechanisms of Board Renewal

Our Board has not adopted director term limits or other automatic mechanisms of board renewal. Rather than adopting formal term limits, mandatory age-related retirement policies and other mechanisms of board renewal, the CNG Committee seeks to maintain the composition of our Board in a way that provides, in the judgement of our Board, the best mix of skills and experience to provide for our overall stewardship. Our CNG Committee also conducts a process for the assessment of our Board, each committee and each director regarding his, her or its effectiveness and performance, and reports evaluation results to our Board. See also “— Committees of our Board — Compensation, Nomination and Governance Committee — Board and Senior Executive Diversity”.

Mandate of our Board of Directors

Our Board is responsible for supervising the management of the business and affairs of the Company, including providing guidance and strategic oversight to management. Our Board has adopted a formal mandate in the form set forth in Appendix A, which describes the duties and responsibilities of the Board in the following areas:

- reviewing and approving management’s strategic and business plans;
- overseeing management’s implementation of appropriate systems to effectively monitor, manage and mitigate the impact of such risks;
- appointing our Chief Executive Officer, approving the corporate goals and objectives that our Chief Executive Officer is responsible for meeting and reviewing the performance of our Chief Executive Officer against such corporate goals and objectives;
- taking steps to satisfy itself as to the integrity of our Chief Executive Officer and other senior executive officers and that our Chief Executive Officer and other senior executive officers create a culture of integrity throughout the Company;
- approving the compensation of the senior executives of the Company upon the recommendation of the Compensation and Nominating Committee;
- reviewing and monitoring the adequacy and effectiveness of the Company’s system of internal control over financial reporting and the integrity of the Company’s external financial reporting processes;
- approving corporate disclosure and applicable regulatory filings; and

- adopting procedures designed to permit the Board to receive feedback from shareholders on material issues.

Position Descriptions

Our Board has adopted a written position description for the Chair. Please see “— Meetings of Independent Directors and Conflicts of Interest”. The written position description sets out the Chair’s key responsibilities, including, among others, duties relating to:

- providing overall leadership and enhancing the effectiveness and performance of the Board;
- fostering ethical and responsible decision making by the Board; and
- other duties relating to setting Board meeting agendas, chairing Board and shareholder meetings, director development and communicating with shareholders and regulators.

Our Board has adopted a written position description for each of our committee chairs which sets out each of the committee chair’s key responsibilities, including, among others, duties relating to setting committee meeting agendas, chairing committee meetings and working with the respective committee and management to ensure, to the greatest extent possible, the effective functioning of the committee.

Our Board has adopted a written position description for our Chief Executive Officer which sets out the key responsibilities of our Chief Executive Officer, including, among other duties in relation to providing overall leadership, ensuring the development of a strategic plan and recommending such plan to our Board for consideration, ensuring the development of an annual corporate plan and budget that supports the strategic plan and recommending such plan to our Board for consideration, and supervising day-to-day management and communicating with shareholders and regulators.

Orientation and Continuing Education

We have implemented an orientation program for new directors under which a new director meets with the Chair and executive officers. New directors are provided with comprehensive orientation and education as to the nature and operation of the Company and our business, the role of our Board and its committees, and the contribution that an individual director is expected to make. Our CNG Committee is responsible for overseeing director continuing education designed to maintain or enhance the skills and abilities of the directors and to ensure that their knowledge and understanding of our business remains current. The chair of each committee is responsible for coordinating orientation and continuing director development programs relating to the committee’s mandate.

Code of Ethics

We have adopted a written code of ethics (the “**Code of Ethics**”) that applies to all of our officers, directors, employees, contractors and agents acting on behalf of the Company. The objective of the Code of Ethics is to provide guidelines for maintaining our and our subsidiaries’ integrity, trust and respect. The Code of Ethics addresses compliance with laws, rules and regulations, conflicts of interest, confidentiality, commitment, preferential treatment, financial information, internal controls and disclosure, protection and proper use of our assets, communications, fair dealing, fair competition, due diligence, illegal payments, equal employment opportunities and harassment, privacy, use of Company computers and the Internet, political and charitable activities and reporting any violations of law, regulation or the Code of Ethics. Our Board has ultimate responsibility for monitoring compliance with the Code of Ethics and it monitors compliance through our CNG Committee. The Code of Ethics is filed with the Canadian securities regulatory authorities on SEDAR at www.sedar.com and is available on our website at <https://investors.mavbeautybrands.com>.

Committees of our Board

Our Board has established two committees: the Audit Committee and the CNG Committee.

Audit Committee

Detailed information about our Audit Committee, including the mandate of the Audit Committee and a copy of its charter, can be found in our Annual Information Form for the year ended December 31, 2018 on www.sedar.com under the heading “Directors and Officers – Audit Committee”.

Compensation, Nomination and Governance Committee

Our CNG Committee consists of three directors, two of whom are independent directors, and is charged with reviewing, overseeing and evaluating our compensation, corporate governance and nominating policies. Our CNG Committee is comprised of Jeffrey Barber, Chris Elshaw and Thomas Ennis. Mr. Barber chairs the CNG Committee in accordance with the Investor Rights Agreement. No member of our CNG Committee will be one of our officers, and as such, our Board believes that our CNG Committee will be able to conduct its activities in an objective manner.

For additional details regarding the relevant education and experience of each member of our CNG Committee, including the direct experience that is relevant to each committee member’s responsibilities in executive compensation, see also “Election of Directors — Description of Proposed Director Nominees”.

Our Board has adopted a written charter setting forth the purpose, composition, authority and responsibility of our CNG Committee. Our CNG Committee’s purpose is to assist our Board in:

- the appointment, performance, evaluation and compensation of our senior executives;
- the recruitment, development and retention of our senior executives;
- maintaining talent management and succession planning systems and processes relating to our executive officers;
- developing compensation structure for our senior executives including salaries, annual and long-term incentive plans including plans involving share issuances and other share-based awards;
- establishing policies and procedures designed to identify and mitigate risks associated with our compensation policies and practices;
- assessing the compensation of our directors;
- developing benefit retirement and savings plans;
- developing our corporate governance guidelines and principles and providing us with governance leadership;
- identifying individuals qualified to be nominated as members of our Board;
- monitoring compliance with the Code of Ethics; and
- reviewing the structure, composition and mandate of our Board committees.

Our CNG Committee is responsible for establishing and implementing procedures to evaluate the performance and effectiveness of our Board, committees of our Board and the contributions of individual Board members. Our CNG Committee also takes reasonable steps to evaluate and assess, on an annual basis, directors’ performance and effectiveness of our Board, committees of our Board, individual Board members, our Chair and committee chairs. The assessment addresses, among other things, individual director independence, individual director and overall Board skills, and individual director financial literacy. Our Board receives and considers the recommendations from our CNG Committee regarding the results of the evaluation of the performance and effectiveness of our Board, committees of our Board, individual

Board members, our Chair and committee chairs. Our CNG Committee is also responsible for orientation and continuing education programs for our directors. See also “— Orientation and Continuing Education”. Further particulars of the process by which compensation for our executive officers is determined is provided under “Executive Compensation”.

Board and Senior Executive Diversity

We recognize the importance and benefit of having a Board and senior management comprised of highly talented and experienced individuals having regard to the need to foster and promote diversity among board members and senior management with respect to attributes such as gender, ethnicity and other factors.

In support of this goal, when identifying candidates to nominate for election to the Board or appoint as senior management, our CNG Committee:

- considers individuals who are highly qualified, based on their talents, experience, functional expertise and personal skills, character and qualities having regard to our current and future plans and objectives, as well as anticipated regulatory and market developments;
- considers criteria that promotes diversity, including with regard to gender, ethnicity, and other dimensions;
- considers the level of representation of women on our Board and in senior management positions, along with other markers of diversity, when making recommendations for nominees to our Board or for appointment as senior management and in general with regard to succession planning for our Board and senior management; and
- as required, engages qualified independent external advisors to assist our Board in conducting its search for candidates that meet the Board’s criteria regarding skills, experience and diversity.

We have adopted a formal policy for the representation and nomination of women on our Board and our senior management consistent with our commitment to diversity described above. We have not adopted formal targets regarding the number of women on our Board or in executive officer positions because our CNG Committee generally identifies, evaluates and recommends candidates that, as a whole, consist of individuals with various and relevant career experience, industry knowledge and experience, and financial and other specialized experience, while taking diversity, including gender diversity, into account.

Our Board is currently satisfied with the level of representation of women on our Board and in executive officer positions. There is one woman on our Board, representing approximately 17% of the directors. For Fiscal 2018, two of our NEOs are women, representing 40% of the NEOs in this Circular. In addition, Judy Adam joined our executive team as Chief Financial Officer as of April 5, 2018. Finally, 50% of the senior management team is composed of women.

OTHER IMPORTANT INFORMATION

Voting Securities

Our authorized share capital consists of an unlimited number of Common Shares and Proportionate Voting Shares and an unlimited number of preferred shares, issuable in series. Holders of Common Shares are entitled to one vote per Common Share and holders of Proportionate Voting Shares are entitled to 1,000 votes per Proportionate Voting Share on all matters upon which holders of Common Shares and Proportionate Voting Shares are entitled to vote. See also “— Certain Amendments” below.

As at the date of this Circular, there are 37,441,363 Common Shares issued and outstanding, 3,178 Proportionate Voting Shares issued and outstanding, and no preferred shares issued and outstanding.

This summary is qualified by reference to, and is subject to, the detailed provisions of our Articles (“Articles”).

Certain Amendments

Variation of Rights

The rights, privileges, conditions and restrictions attaching to any Shares may be modified if the amendment is authorized by not less than $66\frac{2}{3}\%$ of the total number of votes cast at a meeting of holders of Shares duly held for that purpose. However, if the holders of Proportionate Voting Shares, as a class, or the holders of Common Shares, as a class, are to be affected in a manner materially different from such other class of Shares, the amendment must, in addition, be authorized by not less than $66\frac{2}{3}\%$ of the total number of votes cast at a meeting of the holders of the class of shares which is affected differently.

Subdivision or Consolidation

No subdivision or consolidation of the Common Shares or the Proportionate Voting Shares may be carried out unless, at the same time, the Common Shares or the Proportionate Voting Shares, as the case may be, are subdivided or consolidated in the same manner and on the same basis, so as to preserve the relative rights of the holders of each class of Shares.

Sale of All or Substantially All of the Assets

Pursuant to the Articles, the Company may not sell, lease or otherwise dispose of all or substantially all of its undertaking, other than in the ordinary course of business, unless authorized by not less than $66\frac{2}{3}\%$ of the total number of votes cast at a meeting of the holders of Shares, voting as a single class.

Take-Over Bid Protection

In addition to the conversion rights described above, if an offer (the “Offer”) is being made for Proportionate Voting Shares where:

- a) by reason of applicable securities legislation or stock exchange requirements, the offer must be made to all holders of the class of Proportionate Voting Shares; and
- b) no equivalent offer is made for the Common Shares,

the holders of Common Shares have the right, at their option, to convert their Common Shares into Proportionate Voting Shares for the purpose of allowing the holders of Common Shares to tender to that offer.

In the event that holders of Common Shares are entitled to convert their Common Shares into Proportionate Voting Shares in connection with an Offer pursuant to (b) above, holders of an aggregate of Common Shares of less than 1,000 (an “Odd Lot”) will be entitled to convert all but not less than all of such Odd Lot of Common Shares into a fraction of one Proportionate Voting Share, at a conversion ratio equivalent to 1,000 to one, provided that such conversion into a fractional Proportionate Voting Share will be solely for the purpose of tendering the fractional Proportionate Voting Share to the offer in question and that any fraction of a Proportionate Voting Share that is tendered to the Offer but that is not, for any reason, taken up and paid for by the offeror will automatically be reconverted into the Common Shares that existed prior to such conversion.

Preferred Shares

Except as provided in any special rights or restrictions attaching to any series of preferred shares issued from time to time, the holders of preferred shares will not be entitled to receive notice of, attend or vote at any meeting of shareholders.

Principal Holders of Voting Securities

The following table sets out the persons who had, to the knowledge of the Company's directors or executive officers, as at the date of this Circular, directly or indirectly, beneficial ownership or control or direction over voting securities carrying 10% or more of the voting rights attached to any class of our voting securities:

Name	Type of Ownership	Number of Common Shares Owned	% of Class	Number of Proportionate Voting Shares Owned	% of Class	% of Total Voting Rights
Anthony Shareholder	Beneficial	7,401,817 ⁽¹⁾	19.7	—	—	18.2
TA Shareholder	Beneficial	9,535,665 ⁽²⁾	25.4	3,178 ⁽³⁾	100	31.2

Notes:

- (1) Represents 7,401,817 Common Shares owned by MAE (2016) Inc., an entity controlled by Marc Anthony Venere.
- (2) Represents 9,535,665 Common Shares owned by Bock Capital EU Luxembourg MAC S. À R.L., an entity managed by TA Associates Management L.P.
- (3) Represents 3,178 Proportionate Voting Shares owned by Bock Capital EU Luxembourg MAC S. À R.L., an entity managed by TA Associates Management L.P.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

To the knowledge of the directors and executive officers of MAV Beauty Brands, no director or executive officer of the Company, any proposed nominee for election as director of the Company, or any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as described elsewhere in this Circular and in our most recent Annual Information Form under the heading "Interest of Management and Others in Material Transactions", no informed person of the Company, proposed director, or any associate or affiliate of any informed person or proposed director has any material interest, direct or indirect, in any transaction since the commencement of our most recently completed financial year or in any proposed transaction that has materially affected or is reasonably expected to materially affect us or any of our subsidiaries.

SHAREHOLDER PROPOSALS

There are no shareholder proposals to be considered at the Meeting. The BCBCA permits certain eligible shareholders to submit shareholder proposals to us, which proposals may be included in a management information circular relating to an annual meeting of shareholders. The final date by which we must receive shareholder proposals for our annual meeting of shareholders to be held in 2020 is March 12, 2020.

NORMAL COURSE ISSUER BID

On March 28, 2019, the Company announced that the TSX had accepted its notice of intention to proceed with a normal course issuer bid (the “**NCIB**”) for its Common Shares. Pursuant to the NCIB, the Company may purchase up to 812,500 Common Shares, representing approximately 2.2% of the Company’s then-existing 37,577,169 Common Shares issued and outstanding, during the twelve-month period commencing April 2, 2019 and ending April 1, 2020. Under the NCIB, other than purchases made under block purchase exemptions, the Company could purchase up to 14,753 Common Shares on the TSX during any trading day, representing approximately 25% of 59,014, which represents the average daily trading volume on the TSX for the most recently completed six calendar months prior to the TSX’s acceptance of the notice of the NCIB. Any Common Shares so purchased under the NCIB will be cancelled. As at April 30, 2019, a total of 158,606 Common Shares were purchased for cancellation by the Company through the NCIB.

In connection with the NCIB, the Company has entered into an automatic share purchase plan with a designated broker (the “**ASPP**”). The ASPP is intended to allow for the purchase of Common Shares under the NCIB at times when it would ordinarily not be permitted to purchase shares due to regulatory restrictions and customary self-imposed blackout periods.

Pursuant to the ASPP, before entering into a blackout period, the Company may, but is not required to, instruct the designated broker to make purchases under the NCIB in accordance with the terms of the ASPP. Such purchases will be determined by the designated broker at its sole discretion based on purchasing parameters set by the Company in accordance with the rules of the TSX, applicable securities laws and the terms of the ASPP. The ASPP is subject to clearance by the TSX. Outside of pre-determined blackout periods, Shares may be purchased under the NCIB based on management’s discretion, in compliance with TSX rules and applicable securities laws.

ADDITIONAL INFORMATION

Documents you can request

You can ask us for a copy of the following documents at no charge:

- our most recent annual report, which includes our audited financial statements for the most recently completed financial year together with the accompanying auditors' report;
- any interim financial statements that were filed after the financial statements for our most recently completed financial year;
- our management's discussion and analysis related to the above financial statements;
- the management proxy circular for our most recent annual shareholder meeting;
- our most recent Annual Information Form, together with any document, or the relevant pages of any document, incorporated by reference into it; and
- the notice filed by the Company with the TSX in respect of the Company's intention to initiate its normal course issuer bid.

Please write to Investor Relations at 100 New Park Place, 8th Floor, Vaughan, Ontario, L4K 0J3 or email ir@mavbeautybrands.com.

These documents are also available on our website at <https://investors.mavbeautybrands.com> and on SEDAR at www.sedar.com. All of our news releases are also available on our website.

Information contained on, or that can be accessed through, our website does not constitute a part of this Circular and is not incorporated by reference herein.

Financial information is provided in our audited annual financial statements and related management's discussion and analysis for the year ended December 31, 2018.

Approval

Our Board has approved the contents of this Circular and the sending thereof to our shareholders, directors and auditor.

On behalf of the Board of Directors,

(signed) Marc Anthony Venere

Marc Anthony Venere
Founder, President and
Chief Executive Officer

APPENDIX “A” - MANDATE OF THE BOARD OF DIRECTORS

MANDATE OF THE BOARD OF DIRECTORS

Introduction

The members of the board of directors (respectively, the “**Directors**” and the “**Board**”) of MAV Beauty Brands Inc. (the “**Company**”) are elected by the shareholders of Company and are responsible for the stewardship of Company. The purpose of this mandate (the “**Board Mandate**”) is to describe the principal duties and responsibilities of the Board, as well as some of the policies and procedures that apply to the Board in discharging its duties and responsibilities.

Certain aspects of the composition and organization of the Board are prescribed and/or governed by the *Business Corporations Act* (British Columbia) and the constating documents of the Company, and applicable agreements, including the investor rights agreement (the “**Investor Rights Agreement**”). Certain of the provisions of the Board Mandate may be modified or superseded by the provisions of the Investor Rights Agreement. In the event of a conflict between this Board Mandate and the Investor Rights Agreement, the Investor Rights Agreement shall prevail.

CHAIR OF THE BOARD

The chair of the Board (the “**Chair**”) shall be appointed by the board of directors.

BOARD SIZE

The constating documents of the Company provide that the Board shall be comprised of a minimum of three Directors and a maximum of 15 Directors. The Board shall initially be comprised of six Directors. The Board shall periodically review its size in light of its duties and responsibilities from time to time.

INDEPENDENCE

The Board shall be comprised of a minimum of three independent Directors. A Director shall be considered independent if he or she would be considered independent for the purposes of National Instrument 58-101 — *Disclosure of Corporate Governance Practices*.

ROLE AND RESPONSIBILITIES OF THE BOARD

The Board is responsible for supervising the management of the business and affairs of the Company and is expected to focus on guidance and strategic oversight with a view to increasing shareholder value.

In accordance with the *British Columbia Business Corporations Act*, in discharging his or her duties, each Director must act honestly and in good faith, with a view to the best interests of the Company. Each Director must also exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

BOARD MEETINGS

In accordance with the constating documents of the Company, meetings of the Board may be held at such times and places as the Chair may determine and as many times per year as necessary to effectively carry out the Board’s responsibilities. The independent Directors may meet without senior executives of the Company or any non-Independent Directors, as required.

The Chair shall be responsible for establishing or causing to be established the agenda for each Board meeting, and for ensuring that regular minutes of Board proceedings are kept and circulated on a timely basis for review and approval.

The Board may invite, at its discretion, any other individuals to attend its meetings. Senior executives of the Company shall attend a meeting if invited by the Board.

DELEGATIONS AND APPROVAL AUTHORITIES

The Board shall appoint the president and chief executive officer of the Company (the “CEO”) and delegate to the CEO and other senior executives the authority over the day-to-day management of the business and affairs of Company.

The Board may delegate certain matters it is responsible for to the committees of the Board, currently consisting of the Audit Committee, and the Compensation, Nomination and Governance Committee (the “CNG Committee”). The Board may appoint other committees, as it deems appropriate, subject to compliance with the Investor Rights Agreement and to the extent permissible under applicable law. The Board will, however, retain its oversight function and ultimate responsibility for such matters and associated delegated responsibilities.

STRATEGIC PLANNING PROCESS AND RISK MANAGEMENT

The Board shall adopt a strategic planning process to establish objectives and goals for the Company’s business and shall review, approve and modify as appropriate the strategies proposed by senior executives to achieve such objectives and goals. The Board shall review and approve, at least on an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the Company’s business and affairs.

The Board, in conjunction with management, shall be responsible to identify the principal risks of the Company’s business and oversee management’s implementation of appropriate systems to seek to effectively monitor, manage and mitigate the impact of such risks. Pursuant to its duty to oversee the implementation of effective risk management policies and procedures, the Board may delegate to applicable Board committees the responsibility for assessing and implementing appropriate policies and procedures to address specified risks, including delegation of financial and related risk management to the Audit Committee and delegation of risks associated with compensation policies and practices to the CNG Committee.

SUCCESSION PLANNING, APPOINTMENT AND SUPERVISION OF SENIOR EXECUTIVES

The Board shall approve the corporate goals and objectives of the CEO and, with the assistance of the CNG Committee, review the performance of the CEO against such corporate goals and objectives. The Board shall take steps to satisfy itself as to the integrity of the CEO and other senior executives of the Company and that the CEO and other senior executives create a culture of integrity throughout the organization.

The Board shall approve the succession plan for the Company, including the selection, appointment, supervision and evaluation of the senior executives of Company, and shall also approve the compensation of the senior executives of Company upon recommendation of the CNG Committee.

FINANCIAL REPORTING AND INTERNAL CONTROLS

The Board shall review and monitor, with the assistance of the Audit Committee, the adequacy and effectiveness of the Company’s system of internal control over financial reporting, including any significant deficiencies or changes in internal control and the quality and integrity of the Company’s external financial reporting processes.

Regulatory Filings

The Board shall approve applicable regulatory filings that require or are advisable for the Board to approve, which the Board may delegate in accordance with Section 7(b) of this mandate. These include, but are not limited to, the annual audited financial statements, interim financial statements and related management's discussion and analysis accompanying such financial statements, management proxy circulars, annual information forms, offering documents and other applicable disclosure.

CORPORATE DISCLOSURE AND COMMUNICATIONS

The Board will seek to ensure that corporate disclosure of the Company complies with all applicable laws, rules and regulations and the rules and regulations of the stock exchanges upon which Company's securities are listed. In addition, the Board shall adopt appropriate procedures designed to permit the Board to receive feedback from shareholders on material issues.

CORPORATE POLICIES

The Board shall adopt and periodically review policies and procedures designed to ensure that the Company and its Directors, officers and employees comply with all applicable laws, rules and regulations and conduct the Company's business ethically and with honesty and integrity.

REVIEW OF MANDATE

The Board may, from time to time, permit departures from the terms of this Board Mandate, either prospectively or retrospectively. This Board Mandate is not intended to give rise to civil liability on the part of the Company or its Directors or officers to shareholders, security holders, customers, suppliers, partners, competitors, employees or other persons, or to any other liability whatsoever on their part.

The Board may review and recommend changes to the Board Mandate from time to time and the CNG Committee may periodically review and assess the adequacy of this mandate and recommend any proposed changes to the Board for consideration.

Dated: July 10, 2018

Approved by: Board of Directors of the Company

APPENDIX “B” - AUDITOR REPORTING PACKAGE



NOTICE OF CHANGE OF AUDITOR

TO: Deloitte LLP, Chartered Professional Accountants
AND TO: Ernst & Young LLP, Chartered Professional Accountants

MAV Beauty Brands Inc. (the "**Corporation**") has accepted the resignation of Deloitte LLP, Toronto, Ontario (the "**former auditor**"). Pursuant to Section 204(4) of the *Business Corporations Act* (British Columbia), the board of directors of the Corporation has filled the vacancy in the office of the auditor and has appointed Ernst & Young LLP, Toronto, Ontario (the "**successor auditor**") as the Corporation's auditor until the close of the next annual general meeting of shareholders of the Corporation, to be held on June 12, 2019 (the "**Meeting**").

The change of auditor was recommended by the audit committee (the "**Audit Committee**") of the board of directors of the Corporation (the "**Board**") to the Board as a result of a comprehensive review process resulting in a formal request for proposal being tendered to qualifying accounting firms, including the former auditor. Following its review of the requested submissions, the Audit Committee presented its recommendations to the Board. Pursuant to a resolution approved on April 29, 2019 the Board resolved not to renew the engagement of the former auditor as the Corporation's auditors and to engage the successor auditor as auditors of the Corporation to hold office until the Meeting, at which time the successor auditor will be proposed for appointment as auditor of the Corporation;

In accordance with National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**"), the Corporation reports that:

1. the former auditor, at the request of the Corporation, has tendered its resignation as auditor of the Corporation effective as of April 29, 2019;
2. the former auditor will not be proposed to shareholders at the Meeting for reappointment;
3. it is expected that the successor auditor will be proposed to shareholders at the Meeting for appointment;
4. there were no reservations in the former auditor's reports in connection with audits of the consolidated financial statements for the two most recently completed fiscal years of the Corporation. There have been no further audits of financial statements subsequent to the most recently completed fiscal year and preceding the date of expiry of former auditor's term of office; and
5. there are no "reportable events" as such term is defined in NI 51-102.

The change of auditor and appointment of the successor auditor was approved by the Audit Committee and the Board.

DATED this 29th day of April, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read 'Judy Adam', is written over a horizontal line.

Judy Adam
Chief Financial Officer



Deloitte LLP
Bay Adelaide East
8 Adelaide Street West
Suite 200
Toronto, ON M5H 1A9
Canada
Tel: 416-601-6150
Fax: 416-601-6610

April 30, 2019

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Nova Scotia Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Office of the Superintendent of Securities (Prince Edward Island)
Office of the Superintendent of Securities Service Newfoundland and Labrador
Northwest Territories Securities Office
Nunavut Securities Office
Office of the Superintendent of Securities (Yukon Territory)

Dear Sirs/Mesdames:

Re: MAV Beauty Brands Inc. – Change of Auditor

As required by subparagraph (5)(a)(ii) of section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations*, we have reviewed the information contained in the Notice of Change of Auditor of MAV Beauty Brands Inc. dated April 29, 2019 (the "Notice") and, based on our knowledge of such information at this time, we agree with the statements made in the Notice in as far as they relate to us.

Yours very truly,

A handwritten signature in dark ink that reads "Deloitte LLP". The signature is written in a cursive, flowing style.

Chartered Professional Accountants
Licensed Public Accountants
Toronto, Ontario



Ernst & Young LLP
Chartered Accountants
Ernst & Young Tower
100 Adelaide St. W.
PO Box 1
Toronto, ON M5H 0B3

Tel: 416 864 1234
Fax: 416 864 1174
ey.com/ca

May 1, 2019

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Nova Scotia Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Office of the Superintendent of Securities (Prince Edward Island)
Office of the Superintendent of Securities Service Newfoundland and Labrador
Northwest Territories Securities Office
Nunavut Securities Office
Office of the Superintendent of Securities (Yukon Territory)

Dear Sirs/Mesdames:

Re: MAV Beauty Brands Inc. – Change of Auditor

Pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations*, we have reviewed the information contained in the Notice of Change of Auditor of MAV Beauty Brands Inc. dated April 29, 2019 (the “**Notice**”) and, based on our knowledge of such information at this time, we agree with the statements made in the Notice.

Yours very truly,

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario

