JAMIESON WELLNESS INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

to be held on May 10, 2018 and

MANAGEMENT INFORMATION CIRCULAR

dated March 5, 2018

JAMIESON WELLNESS INC.

March 5, 2018

Dear shareholders of Jamieson Wellness Inc.:

On behalf of the directors (the "**Directors**") and management team of Jamieson Wellness Inc. (the "**Company**"), we are pleased to invite you to attend the Company's first annual shareholder meeting (the "**Meeting**"), taking place at 2:00 p.m. (Eastern Daylight Time) on May 10, 2018 at the offices of McCarthy Tétrault LLP, TD Bank Tower, 66 Wellington Street West, Suite 5300, Toronto, Ontario (Canada).

At the Meeting, the holders of the Common Shares of the Company ("**Shareholders**") will be asked to receive the financial statements for the year ended December 31, 2017 and the auditors' report thereon, elect the Directors, and re-appoint Ernst & Young LLP as the auditors of the Company and authorize the Directors to fix their remuneration.

As a valued Shareholder, your views and involvement in the Company are important to us. At the Meeting you will have the opportunity to hear about the Company's direction and plans for the coming year, meet the Directors and senior members of the management team, and ask questions of the Directors and management.

Your vote matters. You may exercise it by completing the proxy form or voting information form or by attending the Meeting. The accompanying management information circular describes the business to be conducted at the Meeting, additional details on voting for the Meeting, and the Company's governance practices.

Thank you for your investment and we look forward to seeing you at the Meeting.

Sincerely,

David Williams

Chair of the Board

Mark Hornick

Director, President and Chief Executive Officer

Jamieson Wellness Inc.
Notice of Annual Meeting of Shareholders
To Be Held On May 10, 2018

All capitalized terms used herein but not otherwise defined have the meaning ascribed thereto in the accompanying management information circular dated March 5, 2018 (the "**Circular**").

Notice is hereby given that the annual meeting (the "**Meeting**") of the holders (the "**Shareholders**") of Common Shares ("**Common Shares**") of Jamieson Wellness Inc. ("**Jamieson**" or the "**Company**") will be held at the offices of McCarthy Tétrault LLP, TD Bank Tower, 66 Wellington Street West, Suite 5300, Toronto, Ontario on May 10, 2018 at 2:00 p.m. (Eastern Daylight Time) for the following purposes:

(a) to receive the financial statements for the year ended December 31, 2017 and the auditors' report thereon;

(b) to elect directors of the Company (the "**Directors**") for the ensuing year;

(c) to re-appoint Ernst & Young LLP as the auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration; and

(d) to transact such other business as may properly come before the Meeting and any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular under "*Particulars of Matters to be Acted Upon at the Meeting*", accompanying and forming part of this Notice of Annual Meeting ("**Notice**").

Shareholders of record at the close of business on March 29, 2018 are entitled to receive notice of and attend the Meeting in person or by proxy and are entitled to one vote for each Common Share registered in the name of such Shareholder in respect of each matter to be voted upon at the Meeting. If unable to attend the Meeting in person, a registered Shareholder may submit his/her/its proxy by mail, telephone or over the internet in accordance with the instructions below.

Voting by Mail or Delivery:

Computershare Investor Services Inc.
Attention: Proxy Department
8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1

Voting by Telephone. Enter the 15 digit control number at 1-866-732-8683 (Canada and the U.S. only) or (312) 588-4290 (outside Canada and the U.S.).

Voting by Internet. Enter the 15 digit control number at www.investorvote.com.

A non-registered Shareholder should follow the instructions included on the voting instruction form provided by his/her/its Intermediary.

A proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is completed and delivered to Computershare Investor Services Inc. no later than 2:00 pm. (Eastern Daylight Time) on May 8, 2018 (or, if the Meeting is adjourned or postponed, 48 hours (Saturdays, Sundays and holidays excepted) prior to the time of holding the Meeting) in accordance with the delivery instructions above or delivered to the chairman (the "**Chairman**") of the board of directors of the Company on the day of the Meeting, prior to the commencement of the Meeting or any adjournment or postponement thereof. The time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his discretion, without notice.

Notice-and-Access

The Company has elected to send out proxy-related materials to Shareholders using the notice-and-access provisions under National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**") and National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**", and together with NI 51-102, the "**Notice-and-Access Provisions**") for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allow issuers to post electronic versions of proxy-related materials on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to securityholders.

Shareholders will be provided with electronic access to this Notice, the Circular, the Company's management's discussion and analysis of the results of operations and financial condition of the Company for the year ended December 31, 2017 (the "**2017 MD&A**") and the audited consolidated financial statements of the Company and accompanying notes for the year ended December 31, 2017 (together with the 2017 MD&A, the "**2017 MD&A and Financials**") together with the auditor's report thereon on SEDAR at www.sedar.com and on the Company's website at www.jamiesonwellness.com.

Shareholders are reminded to review the Circular before voting. Shareholders will receive paper copies of a notice package (the "**Notice Package**") via pre-paid mail containing a notice with information prescribed by the Notice-and-Access Provisions and a form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a non-registered Shareholder). The Company will not use procedures known as 'stratification' in relation to the use of Notice-and-Access Provisions. Stratification occurs when an issuer using Notice-and-Access Provisions sends a paper copy of the Circular to some securityholders with a Notice Package.

Shareholders with questions about notice-and-access can call the Company's transfer agent, Computershare Investor Services Inc., toll-free at 1-866-964-0492 (Canada and the U.S. only) or direct at (514)-982-8714 (outside Canada and the U.S. and entering your 15 digit control number as indicated on your voting instruction form or proxy). Shareholders may obtain paper copies of the Circular and the 2017 MD&A and Financials free of charge by calling 1-833-223-2666 at any time up until and including the date of the Meeting, including any adjournment or postponement thereof. Any Shareholder wishing to obtain a paper copy of the meeting materials should submit their request no later than 2:00 p.m. (Eastern Daylight Time) on April 30, 2018 in order to receive paper copies of the meeting materials in time to vote before the Meeting. Under the Notice-and-Access Provisions, meeting materials will be available for viewing on the Company's website for one year from the date of posting.

DATED March 5, 2018

By Order of the Board of Directors

"*Mark Hornick*"

Mark Hornick
Director, President and Chief Executive Officer
Jamieson Wellness Inc.

MANAGEMENT INFORMATION CIRCULAR

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PROXY AND VOTING INFORMATION

Solicitation of Proxies

This management information circular (the "Circular") dated as of March 5, 2018 and accompanying form of proxy are furnished in connection with the solicitation, by management of Jamieson Wellness Inc. ("we", "us", "our", the "Company" or "Jamieson"), of proxies to be used at the annual meeting of the holders (the "Shareholders") of Common Shares ("Common Shares") of the Company (the "Meeting") referred to in the accompanying Notice of Annual Meeting (the "Notice") to be held on May 10, 2018, at the time and place and for the purposes set forth in the Notice. The solicitation will be made primarily by mail, subject to the use of Notice-and-Access Provisions (as defined herein) in relation to delivery of the meeting materials, but proxies may also be solicited personally or by telephone by directors ("**Directors**") and/or officers of the Company, or by the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), at nominal cost. The cost of solicitation by management will be borne by the Company. Pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of the Common Shares. The cost of any such solicitation will be borne by the Company.

Notice-and-Access

The Company is sending out proxy-related materials to Shareholders using the notice-and-access provisions under National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**") and NI 54-101 (the "**Notice-and-Access Provisions**"). The Company anticipates that use of the Notice-and-Access Provisions will benefit the Company by reducing the postage and material costs associated with the printing and mailing of the proxy-related materials and will additionally reduce the environmental impact of such actions.

Shareholders will be provided with electronic access to the Notice, this Circular, the Company's management's discussion and analysis of the results of operations and financial condition of the Company for the year ended December 31, 2017 (the "**2017 MD&A**") and the audited consolidated financial statements of the Company and accompanying notes for the year ended December 31, 2017 (together with the 2017 MD&A, the "**2017 MD&A and Financials**") together with the auditor's report thereon on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com and on the Company's website at www.jamiesonwellness.com.

Shareholders are reminded to review the Circular before voting. Shareholders will receive paper copies of a notice package (the "**Notice Package**") via pre-paid mail containing a notice with information prescribed by the Notice-and-Access Provisions and a form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a non-registered Shareholder). The Company will not use procedures known as 'stratification' in relation to the use of Notice-and-Access Provisions. Stratification occurs when an issuer using Notice-and-Access Provisions sends a paper copy of the Circular to some securityholders with a Notice Package.

Shareholders with questions about notice-and-access can call Computershare toll-free at 1-866-964-0492 (Canada and the U.S. only) or direct at (514)-982-8714 (outside Canada and the U.S. and entering your 15 digit control number as indicated on your voting instruction form or proxy). Shareholders may obtain paper copies of the Circular and the 2017 MD&A and Financials free of charge by calling 1-833-223-2666 at any time up until and including the date of the Meeting, including any adjournment or postponement thereof. Any Shareholder wishing to obtain a paper copy of the meeting materials should submit their request no later than 2:00 p.m. (Eastern Daylight Time) on April 30, 2018 in order to receive paper copies of the meeting materials in time to vote before the Meeting. Under the Notice-and-Access Provisions, meeting materials will be available for viewing on the Company's website for one year from the date of posting.

Record Date

Shareholders of record at the close of business on March 29, 2018 are entitled to receive notice of and attend the Meeting in person or by proxy and are entitled to one vote for each Common Share registered in the name of such Shareholder in respect of each matter to be voted upon at the Meeting.

Appointment of Proxies

The persons named in the enclosed form of proxy are Directors and/or officers of the Company. **Each Shareholder submitting a proxy has the right to appoint a person or company (who need not be a Shareholder), other than the persons named in the enclosed form of proxy, to represent such Shareholder at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting the name of such representative in the blank space provided in the enclosed form of proxy. All proxies must be executed by the Shareholder or his or her attorney duly authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized.

A proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is completed and delivered to Computershare no later than 2:00 pm. (Eastern Daylight Time) on May 8, 2018 (or, if the Meeting is adjourned or postponed, 48 hours (Saturdays, Sundays and holidays excepted) prior to the time of holding the Meeting) in accordance with the delivery instructions below or delivered to the chairman (the "**Chairman**") of the board of directors (the "**Board**") of the Company on the day of the Meeting, prior to the commencement of the Meeting or any adjournment or postponement thereof. The time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his discretion, without notice.

A registered Shareholder may submit his/her/its proxy by mail, by telephone or over the internet in accordance with the instructions below. A non-registered Shareholder should follow the instructions included on the voting instruction form provided by his or her Intermediary (as defined below).

Voting Instructions for Registered Holders

A registered Shareholder may submit a proxy by:

Voting by Mail or Delivery:

Computershare Investor Services Inc.
Attention: Proxy Department
8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1

Voting by Telephone. Enter the 15 digit control number at 1-866-732-8683 (Canada and the U.S. only) or (312) 588-4290 (outside Canada and the U.S.).

Voting by Internet. Enter the 15 digit control number at www.investorvote.com.

Revocation of Proxies

Proxies given by Shareholders for use at the Meeting may be revoked at any time prior to their use. Subject to compliance with the requirements described in the following paragraph, the giving of a proxy will not affect the right of a Shareholder to attend, and vote in person at, the Meeting.

In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or his/her attorney duly authorized in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized and deposited with Computershare, in a manner provided above under "*Proxy and Voting Information – Appointment of Proxies*", at any time up to and including 2:00 p.m. (Eastern Daylight Time) on May 8, 2018 (or, if the Meeting is adjourned or postponed, 48 hours (Saturdays, Sundays and holidays excepted) prior to the holding of the Meeting) or, with the Chairman at the Meeting on the day of such meeting or any adjournment or postponement thereof, and upon any such deposit, the proxy is revoked.

Non-Registered Holders

Only registered Shareholders, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a non-registered Shareholder (a "**Non-Registered Holder**") are registered either:

A. in the name of an intermediary (each, an "**Intermediary**" and collectively, the "**Intermediaries**") that the Non-Registered Holder deals with in respect of the Common Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered savings plans, registered retirement income funds, registered education savings plans and similar plans; or

B. in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

In accordance with the requirements of NI 54-101, the Company has distributed copies of the form of proxy and supplemental mailing card (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries will generally use service companies (such as Broadridge Financial Solutions, Inc.) to forward the Meeting Materials to Non-Registered Holders. Generally, a Non-Registered Holder who has not waived the right to receive Meeting Materials will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on the type of form they receive:

(1) **Voting Instruction Form**. In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), but wishes to direct the voting of the Common Shares they beneficially own, the voting instruction form must be submitted by mail, telephone or over the internet in accordance with the directions on the form. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the Non-Registered Holder; or

(2) **Form of Proxy**. Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the Intermediary (typically by facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), but wishes to direct the voting of the Common Shares they beneficially own, the Non-Registered Holder must complete the form of proxy and submit it to Computershare as described above. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must strike out the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided.

In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those regarding when and where the proxy or the voting instruction form is to be delivered.

A Non-Registered Holder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive materials and to vote that is not received by the Intermediary at least seven days prior to the Meeting.

A Non-Registered Holder may fall into two categories – those who object to their identity being made known to the issuers of the securities which they own ("**Objecting Beneficial Owners**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**Non-Objecting Beneficial Owners**"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their Non-Objecting Beneficial Owners from Intermediaries. Pursuant to NI 54-101, issuers may obtain and use the Non-Objecting Beneficial Owners list in connection with any matters relating to the affairs of the issuer, including the distribution of proxy-related materials directly to Non-Objecting Beneficial Owners. The Company is sending Meeting Materials directly to Non-Objecting Beneficial Owners; the Company uses and pays Intermediaries and agents to send the Meeting Materials. The Company also intends to pay for Intermediaries to deliver the Meeting Materials to Objecting Beneficial Owners.

These securityholder materials are being sent to both registered Shareholders and Non-Registered Holders utilizing the Notice-and-Access Provisions. If you are a Non-Registered Holder, and the Company or its agent sent these materials directly to you, your name, address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding securities on your behalf.

By choosing to send these materials to you directly utilizing the Notice-and-Access Provisions, the Company (and not the Intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instruction form as specified in the request for voting instructions that was sent to you.

Exercise of Discretion By Proxies

Common Shares represented by properly executed proxies in favour of the persons named in the enclosed form of proxy will be voted on any ballot that may be called for and, where the person whose proxy is solicited specifies a choice with respect to the matters identified in the proxy, the Common Shares will be voted or withheld from voting in accordance with the specifications so made. **Where Shareholders have properly executed proxies in favour of the persons named in the enclosed form of proxy and have not specified in the form of proxy the manner in which the named proxies are required to vote the Common Shares represented thereby, such shares will be voted in favour of the passing of the matters set forth in the Notice.** If a Shareholder appoints a representative other than the persons designated in the form of proxy, the Company assumes no responsibility as to whether the representative so appointed will attend the Meeting on the day thereof or any adjournment or postponement thereof.

The enclosed form of proxy confers discretionary authority with respect to amendments or variations to the matters identified in the Notice and with respect to other matters that may properly come before the Meeting. At the date hereof, the management of the Company and the Directors know of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which at present are not known to the management of the Company and the Directors should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

GENERAL INFORMATION

The information contained herein is provided as of March 5, 2018, unless indicated otherwise. No person has been authorized to give any information or make any representation in connection with matters to be considered at the Meeting other than those contained in this Circular and, if given or made, any such information or representation must not be relied upon as having been authorized by Jamieson or the management of Jamieson.

Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars. All references to "$" are to Canadian dollars.

NON-IFRS MEASURES

This Circular makes reference to "Adjusted EBITDA" and "EBITDA". Management uses these financial measures (i) for purposes of comparison to prior periods and development of future projections and earnings growth prospects and (ii) to measure the profitability of ongoing operations and in analyzing our business performance and trends. However, such measures are not recognized measures under International Financial Reporting Standards ("**IFRS**"), do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS.

"**Adjusted EBITDA**" is defined as EBITDA before: (i) share-based compensation; (ii) amortization of fair value adjustments; (iii) foreign exchange (gain) loss; (iv) termination benefits and related costs; (v) acquisition costs; (vi) purchase consideration accounted for as compensation expense; (vii) public offering costs; and (viii) other non-operating, non-recurring and non-cash costs. We believe Adjusted EBITDA is a useful measure to assess the performance and cash flow of our Company as it provides more meaningful operating results by excluding the effects of interest, taxes, depreciation and amortization costs, expenses we believe are not reflective of our underlying business performance and other one-time, non-recurring or non-cash expenses.

"**EBITDA**" is defined as net income (loss) before: (i) provision for (recovery of) income taxes; (ii) interest (income) expense and other financing costs; (iii) preferred share accretion; (iv) depreciation of property, plant, and equipment; and (v) amortization of intangible assets.

For more information, including a reconciliation of these non-IFRS measures to the most directly comparable IFRS measures, see the 2017 MD&A filed on SEDAR.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized share capital of the Company consists of (i) an unlimited number of Common Shares and (ii) an unlimited number of Preference Shares, issuable in series ("**Preference Shares**"). Except as required by law or in accordance with any voting rights attaching to any series of Preference Shares issued from time to time, the Preference Shares will not be entitled to receive notice of, attend or vote at any meeting of the Shareholders.

As at March 5, 2018, there were 37,866,929 Common Shares issued and outstanding and no Preference Shares issued and outstanding.

A quorum for the transaction of business at the Meeting is the presence of two Shareholders, present in person or by proxy, holding or representing not less than 15% of the votes entitled to be cast at the Meeting.

To the knowledge of the Directors and the officers of the Company, no person beneficially owns, directly or indirectly, or exercises control or direction over Common Shares carrying more than 10% of the voting rights attached to the Common Shares which may be voted at the Meeting or any adjournment or postponement thereof.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

Appointment of Auditors

At the Meeting, Shareholders will be requested to re-appoint Ernst & Young LLP as auditors of the Company, to hold office until the next annual meeting of Shareholders, and to authorize the Directors to fix the auditors' remuneration. Ernst & Young LLP have been the auditors of the Company since the fiscal year ended December 31, 2016.

Unless the Shareholder directs that his/her/its Common Shares are to be withheld from voting in connection with the appointment of auditors, the persons named in the enclosed form of proxy intend to vote for the re-appointment of Ernst & Young LLP as auditors of the Company until the next annual meeting of Shareholders and to authorize the Directors to fix their remuneration.

Election of Directors

The number of Directors to be elected at the Meeting is eight. Directors are elected annually and, unless re-elected, retire from office at the end of the next annual general meeting of Shareholders.

The proxy permits Shareholders to vote in favour of all nominees, to vote in favour of some nominees and to withhold votes for other nominees, or to withhold votes for all nominees. The Chairman will ensure that the number of Common Shares voted in favour or withheld from voting for each nominee is recorded and promptly made public after the Meeting. If the vote is by a show of hands, Jamieson will disclose the number of Common Shares voted by proxy in favour or withheld for each nominee.

In accordance with Jamieson's majority voting policy, any nominee in an uncontested election who receives a greater number of Common Shares withheld than Common Shares voted in favour of his or her appointment will submit his or her resignation promptly after the Meeting for the consideration of the Board's governance, compensation and nominating committee (the "**Governance Committee**"). The Governance Committee will make a recommendation to the Board after reviewing the matter, and the Board will consider the Governance Committee's recommendation and make a decision regarding the resignation within 90 days of the Meeting. Upon making its decision, the Board will promptly cause Jamieson to issue a press release disclosing the Board's decision and, if the resignation is not accepted by the Board, the reasons therefor. The nominee who tendered his or her resignation pursuant to Jamieson's majority voting policy will not attend any Board or committee meetings or participate in any Governance Committee or Board deliberations considering the resignation. The Board will accept each resignation tendered in accordance with Jamieson's majority voting policy absent exceptional circumstances. The resignation will take effect upon acceptance by the Board.

The tables on the following pages set forth certain information in respect of each Director to be re-elected to the Board.

Directors	History

Heather Allen, Berkshire, United Kingdom

Age: 50

Ms. Allen has been a Director since October 18, 2017, and her term of office expires the date of the Meeting, and as such, the Company is seeking her reappointment. Ms. Allen is also a member of the Governance Committee.

Ms. Allen brings expansive branding and innovation experience within the consumer health category globally, including North America, Europe and Asia. Currently, Ms. Allen is an independent advisor and consultant, as well as a director of Mapleoaks Consulting Ltd. Previously, from December 2014 to June 2015, Ms. Allen was the Executive Committee Lead for Project "Supercharge", a project focused on cost reduction, efficiencies and creating a simpler, more agile organization at Reckitt Benckiser plc. Prior to that, from 2011 to 2014, Ms. Allen was the Executive Vice President for Category Development at Reckitt Benckiser plc where she led a global brand portfolio transformation and managed a team of 1200+ people across continents. In addition to her focus on growth, Ms. Allen has managed risk in areas related to future innovation, product portfolio and digital communication.

Ms. Allen obtained a Bachelor of Commerce from Queen's University, Kingston in 1990 and a Masters in Business Administration from the International Institute for Management Development (IMD) in Lausanne, Switzerland in 1995. In 2017 she received a Certificate in Company Direction from the Institute of Directors (IOD) in London, UK.

Committee Memberships:	Attendances[1]	Attendances[1] (Total)	Current Public Board Memberships (other than the Company)
> Board	2/2	4/4	N/A
> Audit Committee	N/A		
> Governance Committee	2/2		

Securities Held (at a market value of $20.58 per Common Share as at March 5, 2018)

	Shares (and Market Value)	Outstanding Options	Total Shares and Equivalents
as at March 5, 2018	N/A	17,046	17,046

(1) Since joining the Board on October 18, 2017. The total number of Board meetings does not include the January two-day orientation for Directors held in January 2018, which all Directors attended.

Dr. Louis Aronne, Connecticut, United States

Age: 62

Dr. Aronne has been a Director since April 22, 2014, and his term of office expires the date of the Meeting, and as such, the Company is seeking his reappointment. Dr. Aronne is also a member of the Governance Committee.

Dr. Aronne is the Sanford I. Weill Professor of Metabolic Research at Weill Cornell Medical College where he directs the Comprehensive Weight Control Center, a state of the art, multidisciplinary obesity research and treatment program. He has been on the faculty at Weill Cornell Medicine since 1986. Dr. Aronne is also Chief Executive Officer and a director of BMIQ, a cloud based weight management system that is delivered by health care providers and an independent director of Myos Rens Company. Dr. Aronne is the current Chairman of the American Board of Obesity Medicine and former President of the Obesity Society. Since 2001, he has been ranked in Castle Connelly's Top Doctors in NY directory as a specialist in obesity and internal medicine.

Dr. Aronne graduated Phi Beta Kappa from Trinity College with a Bachelor of Science in biochemistry and with a Doctor of Medicine from Johns Hopkins University School of Medicine. He completed his internship and residency at Albert Einstein College of Medicine, followed by a Kaiser Foundation Fellowship at Weill Cornell.

Committee Memberships:	Attendances[1]	Attendances[1] (Total)	Current Public Board Memberships (other than the Company)
> Board	5/5	7/7	Myos Rens Corporation
> Audit Committee	N/A		
> Governance Committee	2/2		

Securities Held (at a market value of $20.58 per Common Share as at March 5, 2018)

	Shares (and Market Value)	Outstanding Options	Total Shares and Equivalents
as at March 5, 2018	N/A	55,931	55,931

(1) Since the beginning of the financial year ended December 31, 2017. The total number of Board meetings does not include the January two-day orientation for Directors held in January 2018, which all Directors attended.

Angela Holtham, Ontario, Canada

Age: 67

Ms. Holtham has been a Director since September 1, 2017, and her term of office expires the date of the Meeting, and as such, the Company is seeking her reappointment. Ms. Holtham is also the Chair of the Audit Committee.

Ms. Holtham has over 35 years of experience supporting finance functions, operations, intellectual property portfolio management and mergers and acquisitions ("**M&A**") across various roles within the health and wellness and consumer products industries. She spent eight years as Chief Financial Officer of The Hospital for Sick Children (SickKids), where she was responsible for overseeing traditional finance functions. Ms. Holtham also held a number of financial positions over a 19 year career with the $1 billion Canadian subsidiary of Nabisco Inc., rising to Senior Vice President and Chief Financial Officer in 1997. Over her many years in financial leadership roles, in addition to overseeing the finance functions, Ms. Holtham led SickKids' commercial services operations including their Shoppers Drug Mart and Tim Hortons franchises. She also oversaw the finance functions for Nabisco Canada, as well as the management of a pension master trust with assets in excess of $400 million.

Ms. Holtham currently serves on the boards of Oncolytics Biotech, Inc., Ontario Financing Authority and Compute Canada. Previously, Ms. Holtham was a self-employed professional finance consultant.

Ms. Holtham obtained a Bachelor of Mathematics from the University of Waterloo in 1972 and a Master of Business Administration from the University of Toronto in 1982. She is a Fellow of the Chartered Professional Accountants of Ontario, a Fellow of the Chartered Professional Accountants Canada (formerly the Certified Management Accountants of Canada) and holds the ICD.D designation from the Institute of Corporate Directors.

Committee Memberships:	Attendances(1)	Attendances(1) (Total)	Current Public Board Memberships (other than the Company)
> Board	4/4	6/6	Oncolytics Biotech Inc.
> Audit Committee	2/2		
> Governance Committee	N/A		

Securities Held (at a market value of $20.58 per Common Share as at March 5, 2018)

	Shares (and Market Value)	Outstanding Options	Total Shares and Equivalents
as at March 5, 2018	N/A	17,953	17,953

(1) Since joining the Board on September 1, 2017. The total number of Board meetings does not include the January two-day orientation for Directors held in January 2018, which all Directors attended.

Mark Hornick, Ontario, Canada

Age: 50

Mr. Hornick has been a Director since August 25, 2014 and his term of office expires the date of the Meeting, and as such, the Company is seeking his reappointment.

Mark Hornick has been the Chief Executive Officer of Jamieson since June 2014. During his tenure, he has led his team in implementing a new vision and growth strategy for Jamieson, which has resulted in rapid sales and profit growth. Prior to joining our Company, Mr. Hornick drove advances in innovation and new business development in his role as Executive Vice President and General Manager of Fiera Foods Company, a multinational bakery operation based in Toronto. Mr. Hornick was also Senior Vice President, Marketing and Innovation of Maple Leaf Consumer Foods, and General Manager of Reckitt Benckiser Scandinavia. He has spent significant time in senior management roles in Europe and began his career in Canada in Procter and Gamble's marketing group.

Mr. Hornick holds a Bachelor of Business Administration from Wilfrid Laurier University.

Committee Memberships:	Attendances(1)	Attendances(1) (Total)	Current Public Board Memberships (other than the Company)
> Board	5/5	5/5	N/A
> Audit Committee	N/A		
> Governance Committee	N/A		

Securities Held (at a market value of $20.58 per Common Share as at March 5, 2018)

	Shares (and Market Value)	Outstanding Options	Total Shares and Equivalents
as at March 5, 2018	58,057 ($1,194,813)	1,006,151	1,064,208

(1) Since the beginning of the financial year ended December 31, 2017. The total number of Board meetings does not include the January two-day orientation for Directors held in January 2018, which all Directors attended.

Catherine Potechin, Ontario, Canada

Age: 62

Ms. Potechin has been a Director since October 18, 2017, and her term of office expires the date of the Meeting, and as such, the Company is seeking her reappointment. Ms. Potechin is also a member of the Governance Committee.

Ms. Potechin has spearheaded general management, sales, and marketing in the role of Vice President for several international assignments. Her early training and career as a dietitian led to over 25 years in various health-based industries including pharmaceuticals, medical/health care and nutritional consumer packaged goods companies. During her career she has helped companies, including Bristol Myers Squibb and Mead Johnson Nutrition accelerate growth and build shareholder value through disciplined execution of strategic business plans.

Ms. Potechin has been retired since 2012 and currently serves on four other corporate boards including Diabetes Canada, National Diabetes Trust Corp, Food for Life Canada and Central West Specialized Development Services.

Ms. Potechin obtained an undergraduate degree in Food and Nutrition and became a Registered Professional Dietitian in 1981. In 1991 she obtained her Masters in Business Administration from Concordia University and gained her ICD.D designation from the Institute of Corporate Directors in 2014.

Committee Memberships:	Attendances(1)	Attendances(1) (Total)	Current Public Board Memberships (other than the Company)
> Board	2/2	4/4	N/A
> Audit Committee	N/A		
> Governance Committee	2/2		

Securities Held (at a market value of $20.58 per Common Share as at March 5, 2018)

	Shares (and Market Value)	Outstanding Options	Total Shares and Equivalents
as at March 5, 2018	500 ($10,290)	17,046	17,546

(1) Since joining the Board on October 18, 2017. The total number of Board meetings does not include the January two-day orientation for Directors held in January 2018, which all Directors attended.

Steve Spooner, Ontario, Canada

Age: 59

Mr. Spooner has been a Director since October 18, 2017, and his term of office expires the date of the Meeting, and as such, the Company is seeking his reappointment. Mr. Spooner is also a member of the Audit Committee.

With over 32 years in the hi-tech and telecommunications sector, Mr. Spooner is an accomplished tech industry leader, possessing deep financial and global operational expertise. He brings extensive experience in negotiating, structuring, financing and integrating complex acquisitions. Mr. Spooner's prior experience includes roles as Chief Executive Officer, Chief Organizational Officer and Chief Financial Officer of both emerging and established industry players including tenures at Digital, Wang, SHL Systemhouse, CrossKeys Systems, Stream Intelligent Networks and Wysdom. Mr. Spooner has led two cross-border initial public offerings, overseen numerous M&A transactions and led the raise of several billion dollars in debt and equity financings. Mr. Spooner currently sits on the Dean's Advisory Board for the Sprott School of Business, is past Audit Committee Chair of Magor Corporation and past board member of Stream Intelligent Networks. He is a board member or chair of numerous Mitel subsidiary boards. He was also Chair of the Audit and Finance Committee and a member of the Executive and Nominating Committees at The Ottawa Hospital Foundation, where he served for nine years. Mr. Spooner is also a past board member and Chair of the Fixed Wireless Committee of the Canadian Wireless and Telecom Association. Mr. Spooner is currently the Chief Financial Officer of Mitel Networks Corporation, a $1.6 billion, 3800 person, NASDAQ/TSX traded hi-tech company, where he oversees Finance, Legal, Investor Relations and M&A.

Mr. Spooner obtained his Chartered Accountant designation in 1982 and was elected a Fellow Chartered Accountant in 2011. He received his Fellow Chartered Professional Accountant designation in 2013. He is a graduate of Carleton University (Honors Bachelor of Commerce, 1980). He has also held the ICD.D designation from the Institute of Corporate Directors since 2009. He is a sought-out speaker on such topics as going public, M&A integration, managing growth and building a high-performance finance team.

Committee Memberships:	Attendances(1)	Attendances(1) (Total)	Current Public Board Memberships (other than the Company)
> Board	2/2	4/4	N/A
> Audit Committee	2/2		
> Governance Committee	N/A		

Securities Held (at a market value of $20.58 per Common Share as at March 5, 2018)

	Shares (and Market Value)	Outstanding Options	Total Shares and Equivalents
as at March 5, 2018	2,500 ($51,450)	17,046	19,546

(1) Since joining the Board on October 18, 2017. The total number of Board meetings does not include the January two-day orientation for Directors held in January 2018, which all Directors attended.

Jason Tafler, Ontario, Canada

Age: 42

Mr. Tafler has been a Director since September 26, 2017, and his term of office expires the date of the Meeting, and as such, the Company is seeking his reappointment. Mr. Tafler is also a member of the Audit Committee.

Mr. Tafler has over 18 years of experience leading business strategy, development, operations and digital within the media, marketing services, technology, and telecommunications industries. Currently, Mr. Tafler is the Chief Executive Officer at Unyte Health Inc., a Toronto based technology company he founded in 2017 that specializes in finding effective, evidence-based solutions in the natural health world for consumers. Mr. Tafler is also currently a member of the Board of Directors of Holland Bloorview Kids Rehabilitation Hospital Foundation and a member of the Innovation Advisory Council at the Baycrest Centre for Aging and Brain Health Innovation. From 2011 to 2016, he was Chief Digital Officer, followed by Executive Vice President, Customer Experience, at Rogers Communications in Toronto. In these roles, he led a 500 person team responsible for enterprise wide customer experience and digital strategy, user experience and design, customer data and intelligence, and digital channels. He also oversaw a strategic program that leveraged new functionality, cross channel collaboration and artificial intelligence to enhance digital engagement and self service, leading to increased customer satisfaction and significant annual cost savings. Prior to Rogers, he was the Chief Executive Officer of a leading U.S. based digital advertising technology company.

Mr. Tafler obtained an Honours Bachelor of Business Administration from York University's Schulich School of Business in 1998 and the Chartered Financial Analyst designation in 2002.

Committee Memberships:	Attendances(1)	Attendances(1) (Total)	Current Public Board Memberships (other than the Company)
> Board	4/4	6/6	ZoomerMedia Limited
> Audit Committee	2/2		
> Governance Committee	N/A		

Securities Held (at a market value of $20.58 per Common Share as at March 5, 2018)

Year	Shares (and Market Value)	Outstanding Options	Total Shares and Equivalents
as at March 5, 2018	2,700 ($55,566)	17,287	19,987

(1) Since joining the Board on September 26, 2017. The total number of Board meetings does not include the January two-day orientation for Directors held in January 2018, which all Directors attended.

David Williams, Ontario, Canada

Age: 76

Mr. Williams has been a Director since May 25, 2017, and his term of office expires the date of the Meeting, and as such, the Company is seeking his reappointment. Mr. Williams is also the Chairman of the Board and a member of the Audit Committee. Mr. Williams is also the Chair of the Governance Committee.

Mr. Williams is currently a self-employed corporate director on the boards of Mattamy Homes Limited, Mitel Networks Corporation, President's Choice Bank and Morrison Lamothe, Inc. and has previously served on the boards of Toronto Hydro, Aastra Technologies Limited, Shoppers Drug Mart Corporation, Canadian Apartment Properties REIT, Centerplate, Inc., CFM Company and Associated Brands Income Fund. Prior to this, Mr. Williams had spent almost 22 years at George Weston Limited and its affiliates in senior executive and finance roles, including as Executive Vice President of the George Weston Group, President of National Grocers Wholesale, and Chief Financial Officer of Loblaw Company.

Mr. Williams received his Certified General Accountant designation in 1972 and gained his ICD.D designation from the Institute of Corporate Directors in 2006.

Committee Memberships:	Attendances(1)	Attendances(1) (Total)	Current Public Board Memberships (other than the Company)
> Board	4/4	9/9	Mitel Networks Corporation
> Audit Committee	3/3		
> Governance Committee	2/2		

Securities Held (at a market value of $20.58 per Common Share as at March 5, 2018)

Year	Shares (and Market Value)	Outstanding Options	Total Shares and Equivalents
as at March 5, 2018	75,000 ($1,543,500)	50,412	125,412

(1) Since joining the Board on May 25, 2017. The total number of Board meetings does not include the January two-day orientation for Directors held in January 2018, which all Directors attended.

As at the date hereof, the Directors collectively hold Common Shares representing approximately 0.4% of the total issued and outstanding Common Shares.

Other Matters Which May Come Before the Meeting

Management of the Company and the Directors know of no matters to come before the Meeting other than the matters referred to in the Notice. However, if any other matters which are not now known to management should properly come before the Meeting, the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

COMPENSATION OF EXECUTIVE OFFICERS

Introduction

The following discussion describes the significant elements of our executive compensation program with particular emphasis on the process for determining compensation payable to the chief executive officer of our Company (the "**Chief Executive Officer**") and the chief financial officer of our Company (the "**Chief Financial Officer**"), and other than the Chief Executive Officer and the Chief Financial Officer, each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity (collectively, the ''**Named Executive Officers**'' or ''**NEOs**'').

Our 2017 NEOs were:

- Mark Hornick, President and Chief Executive Officer;
- Christopher Snowden, Chief Financial Officer and Corporate Secretary;
- Regan Stewart, Chief Operations and People Officer;
- John Doherty, Chief Science and Innovation Officer; and
- Don Bird, Executive Vice President, Global Retail Sales and Marketing (previously the Executive Vice President, International Business Development).

Objectives of the Company's Executive Compensation Program

Our executive compensation program has been designed to motivate, reward, attract and retain a highly talented team of executive officers. The program seeks to align executive compensation with our annual and longer term business objectives. Our executive compensation program is designed to achieve the following objectives:

- provide competitive 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 and do not encourage excessive risk-taking behaviour by our executive officers.

Determination of Compensation

The Governance 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. The Governance Committee is also responsible for ensuring that our compensation policies and practices provide an appropriate balance of risk and reward consistent with our risk profile and do not encourage excessive risk-taking behaviour by our executive officers.

Our Board has adopted a written mandate for the Governance 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 Directors and the officers of the Company. A copy of the mandate is attached hereto as Annex II to Schedule A. The Governance Committee oversight includes reviewing objectives, evaluating performance and ensuring that total compensation paid to executive officers, personnel who report directly to the Chief Executive Officer and various other key executive officers and managers is fair, reasonable and consistent with the objectives of our philosophy and compensation program.

The current members of the Governance Committee are Heather Allen, Dr. Louis Aronne, Catherine Potechin and David Williams, all of whom are Independent Directors (as defined herein). A summary of their relevant experience can be found in Schedule A attached hereto.

Executive Compensation-Related Fees

In 2017, we retained Pearl Meyer & Partners, LLC (‘‘**Pearl Meyer**’’), an independent consulting firm to provide us services in connection with executive officer and Director compensation matters, including, among other things, to:

- assist in reviewing the competitiveness of our current cash and equity-based compensation program for executive officers;
- assist in designing a new incentive awards framework for executive officers and other key management; and
- assist in designing a new compensation program for our Board.

Pearl Meyer conducted a compensation analysis that was comprised of a 50/50 weighting of (i) an independent third party survey of Canadian pharmaceutical companies and (ii) a peer group of 12 publicly traded companies located in Canada, the United States and Australia. The benchmark companies included Andrew Peller Limited, Blackmores Limited, Canada Goose Holdings Inc., Clearwater Seafoods Incorporated, Freshpet, Inc., Lifevantage Corporation, Mannatech, Incorporated, Medifast, Inc., Nutraceutical International Corporation, Premium Brands Holdings Corporation, Rogers Sugar Inc. and SunOpta Inc.

For the year ended December 31, 2017, $62,000 was paid to Pearl Meyer for such services.

Compensation Risk

In reviewing compensation policies and practices each year, the Governance Committee seeks to ensure that (i) the executive compensation program provides an appropriate balance of risk and reward consistent with the risk profile of our Company and (ii) compensation practices do not encourage excessive risk-taking behaviour by the executive team. Our long-term incentive plan (“**Long-Term Incentive Plan**”) has been designed to focus on our long-term performance which should discourage executives from taking excessive risks in order to achieve short-term, unsustainable performance.

All of our executives, other employees and Directors are subject to our Disclosure and Insider Trading Policy (as defined herein), which prohibits trading in our securities while in possession of material undisclosed information about us. Under this policy, such individuals will also be prohibited from entering into hedging transactions involving our securities, such as short sales, puts and calls. Furthermore, we will permit executives, including the NEOs, to trade in our securities, including the exercise of options to purchase Common Shares ("**Options**"), only during prescribed trading windows.

Base Salary

Base salary is provided as a fixed source of compensation for our executive officers. Adjustments to base salaries are determined annually and may be increased based on the executive officer's success in meeting or exceeding individual objectives, as well as to maintain market competitiveness. Additionally, base salaries can be adjusted as warranted throughout the year to reflect promotions or other changes in the scope of breadth of an executive officer's role or responsibilities.

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. Annual bonuses are earned and measured with reference to actual annual Adjusted EBITDA compared to a target annual level of Adjusted EBITDA for the comparable annual period.

Individual bonus payouts will increase or decrease depending on the variance of actual annual Adjusted EBITDA to the target level of annual Adjusted EBITDA. Annual bonus targets are set as a percentage of base salary. For our NEOs, this ranges from 50% to 100% of base salary, depending on the NEO, payable at the target level of annual Adjusted EBITDA. If annual Adjusted EBITDA reaches a maximum target level, bonuses for our NEOs can range from 75% to 150% of base salary, depending on the NEO. If annual Adjusted EBITDA falls below a certain threshold level, NEO bonuses can be zero. We currently make bonus payments in cash and anticipate continuing to do so.

Legacy Option Plan

In 2014, we established an equity incentive plan, which was amended and restated on July 5, 2017 (the "**Legacy Option Plan**"), to enhance our ability to retain and motivate our executive officers and to further align their incentives with those of our Shareholders. The Legacy Option Plan provides for the issuance of Options that vest based on time and performance. The Legacy Option Plan allows the Board (or a committee designated by the Board) to grant long-term incentives to Directors, officers, employees and others consistent with the provisions of the Legacy Option Plan, including selecting the persons to whom Options will be granted and the amount, terms and conditions of such Options. The term during which an Option is exercisable is determined by the Board at the time of the grant, but cannot exceed ten years from the date of the grant. The previous grants of Options were not taken into account when considering new grants under the Legacy Option Plan.

As at December 31, 2017, there were 2,275,722 Options issued and outstanding under the Legacy Option Plan, representing approximately 6.03% of the issued and outstanding Common Shares. Since the closing of our initial public offering and secondary offering ("**IPO**") on July 7, 2017, no awards have been granted under the Legacy Option Plan and no further awards will be granted under the Legacy Option Plan. All Options that had been issued under the Legacy Option Plan vested in conjunction with the IPO and secondary offering completed on October 18, 2017 (the "**Secondary Offering**").

Shares Subject to the Legacy Option Plan

The maximum number of Common Shares available for issuance under the Legacy Option Plan is 2,601,264. The maximum number of Common Shares that: (i) are issuable to reporting insiders (as defined National Instrument 55-104 – *Insider Reporting Requirements and Exemptions* ("**NI 55-104**"));

and (ii) may be issued to reporting insiders within a one-year period, in each case, pursuant to awards under the Legacy Option Plan and any other share-based compensation arrangement we adopt is 10% of the Common Shares outstanding from time to time. No participant will be granted awards in any single calendar year with respect to more than 5% of the issued and outstanding Common Shares under this plan and any other share-based compensation arrangement.

The Legacy Option Plan provides that appropriate adjustments, if any, will be made by our Board in connection with any subdivision, combination or reclassification of the 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.

Awards under the Legacy Option Plan are generally non-assignable and non-transferable except (a) in the event of the participant's death (subject to the applicable laws of descent and distribution) or (b) subject to the approval of the Board (or a committee designated by the Board), which approval shall not be unreasonably withheld or delayed, to a family trust or other entity established for estate planning purposes, and any such purported assignment, alienation, pledge, attachment, sale, transfer or encumbrance shall be void and unenforceable against the Company or any Affiliate (as defined in the Legacy Option Plan). No transfer shall be permitted for value or consideration.

Termination of Employment or Other Service

In the event that the participant's employment or other service is terminated:

a) for any reason, any unvested portion of the Option shall immediately terminate and be forfeited effective as of the termination date, regardless of whether such termination is with or without cause or with or without notice;

b) for cause, the vested portion of the Option shall immediately terminate and be forfeited effective as of the termination date;

c) due to death or disability, the vested portion of the Option shall terminate and be forfeited on the earlier of (A) ten years from the date of the grant of the Option ("**Expiration Date**"), and (B) one year following the termination date;

d) without cause, the vested portion of the Option shall terminate and be forfeited on the earlier of (A) the Expiration Date and (B) 90 days following the termination date; or

e) by the participant for any reason other than (b) to (d) above, the vested portion of the Option shall terminate and be forfeited on the earlier of (A) the Expiration Date and (B) 60 days following the termination date.

Notwithstanding the above, if the Board finds that a participant failed to comply with a restrictive covenant of their agreement with the Company and/or one of its subsidiaries, in accordance with the terms of the Legacy Option Plan, any unexercised portion of the Option (both vested and unvested) shall immediately terminate and with respect to any portion of the Option that has been exercised, the Company may elect, in its discretion, to recover from the participant the net proceeds received by the participant.

Amendments

Shareholder approval is required for amendments to the Legacy Option Plan to: (i) reduce the exercise price or purchase price of any Options granted under the Legacy Option Plan benefiting an Insider (as defined in the Legacy Option Plan) of the Company; (ii) extend the term under any option agreement benefiting an Insider of the Company; (iii) remove or exceed the limits in the Legacy Option

Plan on participation by Insiders of the Company; (iv) increase the maximum number of securities issuable, either as a fixed number or a fixed percentage of the Company's outstanding capital represented by such securities; or (v) amend an amending provision within the Legacy Option Plan.

Our Board (or a committee designated by the Board) may, without Shareholder approval, amend the Legacy Option Plan with respect to: (i) amendments of a "housekeeping nature"; (ii) changes to the vesting provisions applicable to any Option, option agreement or the Legacy Option Plan; (iii) changes to the provisions relating to the expiration of Options prior to their respective expiration dates upon the occurrence of certain specified events determined by the Board; (iv) changes in the exercise price of an Option granted to a participant who is not an Insider of the Company; (v) the cancellation of an Option; or (vi) any other amendment to an Option, option agreement or the Legacy Option Plan which is approved by any applicable stock exchange on a basis which does not require Shareholder approval to be obtained.

Annual Burn Rate

The following table outlines the Burn Rate (as defined below) for the Legacy Option Plan for the past three fiscal years.

	2017(2)	**2016**(3)	**2015**(3)
Burn Rate(1)	0%	N/A	N/A

Notes:

(1) The Burn Rate is calculated using the TSX prescribed methodology, which is the total number of Options granted under the arrangement during the applicable fiscal year, divided by the weighted average number of Common Shares outstanding for the fiscal year ("**Burn Rate**").

(2) The Burn Rate for the year ended December 31, 2017 is based on the Options granted since the IPO, which closed on July 7, 2017.

(3) Jamieson was a private company for the years ended December 31, 2015 and 2016.

Long-Term Incentive Plan

On July 5, 2017, the Company adopted the Long-Term Incentive Plan. The Long-Term Incentive Plan provides eligible participants with compensation opportunities that will encourage ownership of Common Shares, enhance our ability to attract, retain and motivate our executive officers and other key management and incentivize them to increase the long term growth and equity value of our Company in alignment with the interests of Shareholders. The Long-Term Incentive Plan allows the Board or the Governance Committee to grant long-term incentives to Directors, officers, employees and others consistent with the provisions of the Long-Term Incentive Plan, including selecting the persons to whom awards will be granted, the type of award to be granted, and the number of shares, if any, to be covered by each award. The previous grants of awards are not taken into account when considering new grants under the Long-Term Incentive Plan. Options granted directly to Directors fully vest on the one-year anniversary from the grant date or vest at a rate of 25% per year on each anniversary date from the beginning of the vesting period. Options granted to persons other than Directors vest at a rate of 25% per year on each anniversary date from the beginning of the vesting period. Options expire no later than the 10th anniversary of the beginning of the vesting period or upon termination of employment.

Awards granted under the Long-Term Incentive Plan may consist of Options, stock appreciation rights ("**SARs**"), restricted Common Shares ("**Restricted Shares**"), restricted share units ("**RSUs**"), and deferred share units ("**DSUs**"). Each award will be subject to the terms and conditions set forth in the Long-Term Incentive Plan and to those other terms and conditions specified by the Governance Committee. As of the date of this Circular, only Options have been granted under the Long-Term Incentive Plan. As at December 31, 2017, there were 729,365 Options issued and outstanding under the Long-Term Incentive Plan, representing approximately 1.93% of the issued and outstanding Common Shares.

Shares Subject to the Long-Term Incentive Plan

Up to 10% of the Common Shares issued and outstanding from time to time (including shares issued under the ESPP (as defined herein)) may be issued pursuant to awards under the Long-Term Incentive Plan. The Long-Term Incentive Plan is considered an "evergreen plan", since (i) the Common Shares covered by Options which have been exercised or cancelled will be available for subsequent grants under the Long-Term Incentive Plan, and (ii) the Common Shares issued pursuant to the Long-Term Incentive Plan will increase as the number of issued and outstanding Common Shares increases. The maximum number of Common Shares that: (i) are issuable to reporting insiders (as defined in NI 55-104); and (ii) may be issued to reporting insiders within a one-year period, in each case, pursuant to awards under the Long-Term Incentive Plan and any other share-based compensation arrangement we adopt is 10% of the Common Shares outstanding from time to time. The number of shares subject to each award, the exercise price, the expiry time, the extent to which such award is exercisable and other terms and conditions relating to such awards will be determined by the Board or the Governance Committee. No participant will be granted awards in any single calendar year with respect to more than 5% of the issued and outstanding Common Shares. If, and to the extent, awards granted under the plan terminate, expire, cancel, or are forfeited without being exercised and/or delivered, Common Shares subject to such awards will again be available for grant under the Long-Term Incentive Plan. In addition, if and to the extent an award is settled for cash, the Common Shares subject to the award will again be available for grant under the plan.

In the event of any recapitalization, reorganization, arrangement, amalgamation, stock split or consolidation, stock dividend or other similar event or transaction, substitutions or adjustments will be made by the Board or the Governance Committee to: (i) the aggregate number, class and/or issuer of the securities reserved for issuance under the Long-Term Incentive Plan; (ii) the number, class and/or issuer of securities subject to outstanding awards; and (iii) the exercise price of outstanding Options or SARs, in each case in a manner that reflects equitably the effects of such event or transaction.

Awards under the Long-Term Incentive Plan are non-assignable and non-transferable although they are assignable to and may be exercisable by a participant's legal heirs or personal representatives in certain cases.

Amendments

Shareholder approval is required for amendments to the Long-Term Incentive Plan to: (i) reduce the exercise price or purchase price of awards under the Long-Term Incentive Plan benefiting an Insider (as defined in the Long-Term Incentive Plan) of our Company; (ii) extend the term under an award benefiting an Insider of our Company; (iii) remove or increase the Insider participation limits; (iv) increase the maximum number of securities issuable, either as a fixed number or a fixed percentage of our outstanding capital represented by such securities; and (v) amend an amending provision within the Long-Term Incentive Plan.

Our Board or the Governance Committee may, without Shareholder approval, amend the Long-Term Incentive Plan with respect to: (i) amendments of a ''housekeeping nature''; (ii) changes to the vesting provisions of the Long-Term Incentive Plan or any award; (iii) changes to the provisions of the Long-Term Incentive Plan relating to the expiration of awards prior to their respective expiration dates upon the occurrence of certain specified events; (iv) changes in the exercise price of an award granted to a participant who is not an insider; (v) the cancellation of an award; or (vi) any other amendment to the Long-Term Incentive Plan or an award which is approved by any applicable stock exchange on a basis which does not require Shareholder approval to be obtained.

Termination of Service

Unless provided otherwise in the award agreement, any Option or SAR that is not exercisable at the time of termination of a participant's service with our Company or any of its affiliates will expire immediately upon such termination. The right to exercise any Option or SAR that is exercisable at the time of termination will terminate 90 days following the earlier of (i) the date of termination of the participant's relationship with us or any of our affiliates; and (ii) the award's original expiration date, if termination is for reasons other than death or termination for cause (as defined in the Long-Term Incentive Plan). If the participant's service with us or any of our affiliates terminates due to death, unless provided otherwise in the award agreement or individual employment agreement, the right to exercise an Option or SAR will terminate on the earlier of one year following such termination and the award's original expiration date. If the participant's relationship with us is terminated for cause, any Option or SAR not already exercised will be automatically forfeited as of the date of such termination and any unvested RSUs will immediately expire on the date of such termination.

Unless provided otherwise in the award agreement, if a participant's service with us or any of our affiliates terminates for any reason other than the death or disability of the participant during the period that restrictions on Restricted Shares granted to the participant remain unfulfilled or uncompleted, those Restricted Shares in respect of which restrictions remain uncompleted or unfulfilled will be forfeited to us. In the event of the death or disability of a participant, we will cause the trustee or custodian to distribute to the participant or their legal representative any Restricted Shares held by the participant subject to any restrictions specified by the Board or the Governance Committee.

Change of Control

In the event of a change of control of our Company, the Board or the Governance Committee will have discretion to, among other things, accelerate the vesting of outstanding awards, settle outstanding awards in cash or exchange outstanding awards for similar awards of a successor company.

Stock Options

The exercise price of any Option granted under the Long-Term Incentive Plan will not be less than the five-day volume weighted average trading price of the Common Shares on the Toronto Stock Exchange ("**TSX**") on the date on which the Option is granted or such other minimum price as is permitted by the TSX in accordance with its policies from time to time. Our Board or the Governance Committee will be entitled to determine the term for each Option; provided, however, that the exercise period of any Option may not exceed ten years from the date of grant. It is currently anticipated that Options granted under the Long-Term Incentive Plan will expire ten years after the date of grant. Vesting for each Option will also be determined by our Board or the Governance Committee.

SARs

Upon exercise of a SAR, the participant will be entitled to receive an amount equal to the difference between the five-day volume weighted average trading price of the Common Shares underlying the SAR on the TSX on the date of grant and the five-day volume weighted average trading price of the Common Shares underlying the SAR on the TSX on the date of exercise. Such amount is payable in cash or Common Shares as determined by the Board or the Governance Committee.

Restricted Shares

Restricted Shares may consist of either treasury Common Shares or outstanding Common Shares purchased for purposes of the Long-Term Incentive Plan. Restricted Shares will be granted subject to restrictions which will be determined by, and may be varied by, our Board or the Governance Committee. All Restricted Shares will be held for the benefit of participants in the name of a trustee appointed for purposes of the Long-Term Incentive Plan or, in the case of non-treasury Restricted Shares, by a custodian with whom shares are deposited by the trustee. Participants will have no custody or control of the Restricted Shares granted to them while they are held by the trustee or the custodian. Restricted Shares will only be released to the participant after the shares become free of all restrictions.

RSUs

A RSU is a contractual promise to issue shares and/or cash in an amount equal to the fair market value (determined at the time of distribution) of the Common Shares subject to the award, at a specified future date, subject to the fulfillment of vesting conditions specified by our Board or the Governance Committee. Prior to settlement, a RSU will carry no voting or dividend rights or other rights associated with share ownership. A RSU award may be settled in Common Shares, cash or in any combination of both.

DSUs

A DSU is a right to receive, on a deferred payment basis, a Common Share or the cash equivalent of a Common Share on the terms contained in the Long-Term Incentive Plan. The amount will not be paid out until such time as the recipient leaves us, thereby providing an ongoing equity stake throughout the recipient's period of service. A DSU award may be settled in Common Shares, cash, or in any combination of both, however, a determination to settle a DSU in whole or in part in cash may be made by our Board or the Governance Committee, in each case, in its sole discretion.

Annual Burn Rate

The following table outlines the Burn Rate for the Long-Term Incentive Plan for the past three fiscal years.

	2017(1)	**2016**(2)	**2015**(2)
Burn Rate	2.5%	N/A	N/A

Notes:

(1) The Burn Rate for the year ended December 31, 2017 is based on the Options granted since the IPO, which closed on July 7, 2017.
(2) Jamieson was a private company for the years ended December 31, 2015 and 2016.

Employee Share Purchase Plan

In 2017, the Company established an employee share purchase plan (the "**ESPP**"). Participation in the ESPP is voluntary for all eligible employees of the Company pursuant to the terms of the ESPP. The purpose of the plan is to encourage employees of the Company to participate in the growth and development of Jamieson and its subsidiaries by providing such persons the opportunity, through Common Share purchases, to acquire an increased proprietary interest in the Company. Employees can contribute any amount of their eligible earnings subject to an annual cap of 10% of aggregate base salary and commissions to the ESPP. Share purchases occur 14 days following the end of the Company's fiscal quarter (the "**Purchase Date**"), or the first business day thereafter if any Purchase Date is not a business day. Eligible employees are able to purchase Common Shares at 90 percent of the volume weighted average closing price on the TSX on the five trading days immediately preceding the Purchase Date.

The interest of any participating employee under the ESPP will enure to the benefit of the employee and his or her legal representative or assigns.

Shares Subject to the ESPP

Up to 10% of the Common Shares issued and outstanding from time to time (including shares issued under the Long-Term Incentive Plan) may be issued under the ESPP. The maximum number of Common Shares that: (i) are issuable to reporting insiders (as defined in NI 55-104); and (ii) may be issued to reporting insiders within a one-year period, in each case, pursuant to the ESPP and any other share-based compensation arrangement we adopt is 10% of the Common Shares outstanding from time to time. No participant will be issued Common Shares in any single calendar year with respect to more than 5% of the issued and outstanding Common Shares under this plan and any other share-based compensation arrangement.

Termination

The right of any employee to participate in the ESPP will cease upon a participating employee terminating his or her involvement in the ESPP or upon termination of the employment of the participating employee by the Company or its subsidiaries for any reason whatsoever (including without limitation, the death or retirement of the participating employee).

Amendments

Shareholder approval is required for amendments to the ESPP to: (i) remove or increase the insider participation limits; (ii) increase the maximum number of securities issuable, either as a fixed number or a fixed percentage of our outstanding capital represented by such securities; and (iii) amend an amending provision within the ESPP.

Subject to the requirements of the TSX and with the consent of Computershare Trust Company of Canada as administrative agent with respect to the ESPP, our Board may, without Shareholder approval, discontinue or amend the ESPP with respect to (i) amendments of a "housekeeping nature"; (ii) changes to the vesting provisions; (iii) changes to the provisions of the ESPP relating to the discount provided under the ESPP; or (iv) any other amendment to the ESPP which is approved by the TSX on a basis which does not require Shareholder approval to be obtained.

Employment Agreements

We have written employment agreements with each of our NEOs (collectively, the "**NEO Employment Agreements**") and pursuant to such agreements each NEO is entitled to receive compensation established by us as well as other benefits in accordance with plans available to the most senior employees of the Company.

Base Salary, Annual Bonus and Participation in Benefits Plans and other Employee Plans

The NEO Employment Agreements each provide for the applicable NEO's base salary, annual bonus, car allowance, participation in the Long-Term Incentive Plan and eligibility for benefit plans. Mark Hornick's NEO Employment Agreement also provides for his participation in the Legacy Option Plan. The NEO Employment Agreements also each provide for registered retirement savings plan (RRSP) contributions, except for Don Bird's employment agreement, which instead provides for individual pension plan contributions.

Confidentiality, Non-competition and Non-solicitation Covenants

The NEO Employment Agreements each include confidentiality, non-competition and non-solicitation covenants in favour of the Company. The non-competition and non-solicitation covenants apply during the term of the applicable NEO's employment with the Company and for a period of 12 months following the date of his or her termination of employment for any reason.

Termination and Change of Control Benefits

Pursuant to the NEO Employment Agreements, the NEOs are entitled to the provision of benefits in the event of the termination of their employment with the Company in the circumstances described below. A "change of control" under the NEO Employment Agreements is defined as the occurrence of any of the following events: (i) the acquisition by any person or persons acting jointly or in concert (as determined by the *Securities Act* (Ontario), whether directly or indirectly, of beneficial ownership of voting securities of the Company that, together with all other voting securities of the Company held by such persons, constitute in the aggregate more than 50% of all of the then outstanding voting securities of the Company; (ii) an amalgamation, arrangement, consolidation, share exchange, take-over bid or other form of business combination of the Company with another person that results in the holders of voting securities of that other person holding, in the aggregate, more than 50% of all outstanding voting securities of the person resulting from the business combination; (iii) the sale, lease, exchange or other disposition of all or substantially all of the property of the Company or any of its affiliates to another person, other than (A) in the ordinary course of business of the Company or of an affiliate of the Company or (B) to the Company or any one or more of its affiliates; (iv) the adoption of a resolution to wind-up, dissolve or liquidate the Company; or (v) as a result of, or in connection with, (A) a contested election of directors of the Company or (B) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisitions involving the Company or any of its affiliates and another person, the nominees named in the most recent management information circular of the Company for election to the Board shall not constitute a majority of the Board. Termination in connection with a change of control, as discussed below, refers to termination by the Company on a without cause basis within 12 months following a change of control.

	Termination of employment without cause	**Termination in connection with a change of control**
Mark Hornick and **Christopher Snowden**	● a termination payment equal to any earned but unpaid annual bonus and vacation pay up to the termination date, as well as 18 months of total compensation in the case of Mr. Hornick and 15 months of total compensation in the case of Mr. Snowden, plus one month for each completed year of employment beyond one year to a maximum of 24 months, with total compensation including base salary and annual bonus payable during such termination notice period ● continued participation in the group benefit plans until the end of the notice period or until eligible to participate in a similar benefits program through alternate or self-employment	Mr. Hornick's and Mr. Snowden's respective NEO Employment Agreements provide for the same entitlements in the event of a termination in connection with a change of control as they do in the event of the termination of employment without cause.
Don Bird, John Doherty and **Regan Stewart**	● a termination payment equal to any earned but unpaid annual bonus and vacation pay up to the termination date, as well as 12 months of total compensation, plus one month for each completed year of employment beyond one year to a maximum of 24 months, with total compensation including base salary but *excluding* annual bonus payable during such termination notice period ● continued participation in the group benefit plans until the end of the notice period or until eligible to participate in a similar benefits program through alternate or self-employment	● a termination payment equal to any earned but unpaid annual bonus and vacation pay up to the termination date, as well as 12 months of total compensation, plus one month for each completed year of employment beyond one year to a maximum of 24 months, with total compensation including base salary and annual bonus payable during such termination notice period ● continued participation in the group benefit plans until the end of the notice period or until eligible to participate in a similar benefits program through alternate or self-employment

In the event of resignation with good reason, the NEOs are not entitled to any benefits, except for Mark Hornick, whose NEO Employment Agreement provides that if Mr. Hornick resigns for good reason, he is entitled to the same benefits as those that he is entitled to in the event of termination without cause or in connection with a change of control, as described in the table above. In the event of termination of employment for cause, none of the NEO Employment Agreements entitle the NEOs to notice or any payment in lieu thereof.

The table below shows the incremental payments that would be made to our 2017 NEOs under the terms of their employment agreements upon the occurrence of certain events:

Name and principal position	Event	Severance ($)[(1)]	Options ($)	Other Compensation ($)[(2)]	Total ($)
Don Bird, Executive Vice President, Global Retail Sales and Marketing	Termination without cause	$330,000	-	$210,340	$540,340
	Termination for change of control	$330,000	-	$317,308	$647,308
John Doherty, Chief Science and Innovation Officer	Termination without cause	$300,000	-	$209,472	$559,472
	Termination for change of control	$300,000	-	$281,250	$631,250
Mark Hornick, Chief Executive Officer and President	Termination without cause	$791,667	-	$976,545	$1,768,212
	Termination for change of control	$791,667	-	$895,833	$1,687,500
	Resignation with good reason	$791,667	-	$976,545	$1,768,212
Christopher Snowden, Chief Financial Officer and Corporate Secretary	Termination without cause	$466,668	-	$314,891	$781,558
	Termination for change of control	$466,668	-	$411,538	$878,205
Regan Stewart, Chief Operations and People Officer	Termination without cause	$300,000	-	$195,784	$495,784
	Termination for change of control	$300,000	-	$267,212	$567,212

Notes:

(1) Based on annual salary and contractual severance.

(2) Includes accrued and prorated annual bonus payment, as well as group benefit payments and annual bonus for the notice period, when applicable.

Summary Compensation Table

The following table provides a summary of the compensation earned during 2017 by NEOs:

Name and principal position	Year	Salary[1] ($)	Share-based Awards[2] ($)	Option-based Awards ($)	Non-equity incentive plan compensation (Bonus) ($)		All other compensation[4] ($)	Total compensation ($)
					Annual incentive plans[3]	Long-term incentive plans		
Don Bird, Executive Vice President, Global Retail Sales and Marketing [5]	2017	330,000	-	225,000	150,000	13,263	27,919	746,182
John Doherty, Chief Science and Innovation Officer	2017	300,000	-	225,000	250,000	224,479	39,260	1,038,739
Mark Hornick, Chief Executive Officer and President	2017	510,000	-	787,500	500,000	1,496,336	56,120	3,349,956
Christopher Snowden, Chief Financial Officer and Corporate Secretary	2017	329,231	-	270,000	262,500	622,200	52,096	1,536,027
Regan Stewart, Chief Operations and People Officer	2017	300,000	-	225,000	225,000	27,019	37,600	814,619

Notes:

(1) Represents the base salary paid in fiscal 2017.

(2) We did not grant any share-based awards to our executive officers in fiscal 2017.

(3) Amounts reflect the annual bonuses awarded to NEOs in respect of fiscal 2017.

(4) None of our 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.

(5) Compensation figures are prorated to reflect that Don Bird joined our Company in February 2017.

Securities Authorized for Issuance Under Equity Compensation Plans

The following is a summary of the securities authorized for issuance under the equity compensation plans of the Company for the year ended December 31, 2017:

Plan Category	Number of Units 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))
Equity compensation plans approved by Shareholders	-	-	-
Equity compensation plans not approved by Shareholders	3,005,088	$8.13	3,044,646
Total	3,005,088	$8.13	3,044,646

The Long-Term Incentive Plan, the ESPP and the Legacy Option Plan were all adopted without Shareholder approval. Each of these equity compensation plans were established by the Company prior to the IPO. For details on the key features of these plans, see the sections "*Legacy Option Plan*", "*Long-Term Incentive Plan*" and "*Employee Share Purchase Plan*" above.

Incentive Plan Awards

The following table sets forth the outstanding option-based awards for the NEOs at the end of the most recently completed financial year of the Company:

Name	Award Date	Number of Common Shares underlying unexercised Options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the money options ($)
Don Bird, Executive Vice President, Global Retail Sales and Marketing	Jan. 31, 2017 Jan. 31, 2017 July 7, 2017	48,945 16,315 50,000	7.0903 13.8963 15.75	Jan. 31, 2027 Jan. 31, 2027 July 7, 2027	
Total		**115,260**			**1,213,655**
John Doherty, Chief Science and Innovation Officer	Jan. 31, 2014 Jan. 31, 2014 Nov.30, 2015 Nov.30, 2015 July 7, 2017	67,491 24,997 52,023 19,270 50,000	0.0005 13.8963 4.8015 13.8963 15.75	Jan. 31, 2024 Jan. 31, 2024 Nov. 30, 2025 Nov. 30, 2025 July 7, 2027	
Total		**213,781**			**3,123,397**
Mark Hornick, Chief Executive Officer and President	June 2, 2014 June 2, 2014 July 7, 2017	581,180 249,971 175,000	0.0005 13.8963 15.75	June 2, 2024 June 2, 2024 July 7, 2027	
Total		**1,006,151**			**16,247,201**
Christopher Snowden, Chief Financial Officer and Corporate Secretary	July 14, 2014 July 14, 2014 Nov. 30, 2015 Nov. 30, 2015 July 7, 2017	112,486 83,323 130,062 48,175 60,000	0.0005 13.8963 4.8015 13.8963 15.7500	July 14, 2024 July 14, 2024 Nov. 30, 2025 Nov. 30, 2025 July 7, 2027	
Total		**434,046**			**6,299,703**
Regan Stewart, Chief Operations and People Officer	May 2, 2016 May 2, 2016 July 7, 2017	33,744 12,498 50,000	6.6056 13.8963 15.75	May 2, 2026 May 2, 2026 July 7, 2027	
Total		**96,242**			**965,970**

The following is a summary of the incentive plan awards that were vested or earned during the year ended December 31, 2017:

Name	Option-based awards—Value vested during the year ($)	Share-based awards—Value vested during the year ($)	Non-equity incentive plan compensation—Value earned during the year ($)
Don Bird, Executive Vice President, Global Retail Sales and Marketing	936,484	-	152,308
John Doherty, Chief Science and Innovation Officer	2,301,810	-	150,000
Mark Hornick, Chief Executive Officer and President	12,853,484	-	500,000
Christopher Snowden, Chief Financial Officer and Corporate Secretary	6,585,090	-	262,000
Regan Stewart, Chief Operations and People Officer	649,899	-	144,808

COMPENSATION OF DIRECTORS

In consideration for serving on our Board, each Director that is “independent” within the meaning of “independence” set forth in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) (each, an “**Independent Director**”) will be compensated as indicated in the table below. Directors who are not “independent” by virtue of being an employee and/or executive officer of our Company or otherwise (“**Non-Independent Directors**”) are not entitled to receive any remuneration for their services in acting as Directors.

Type of Fee		Amount
Director Annual Retainer	Chairman(1)(2)(3)	$150,000/year
	Board Member(4)(5)(6)	$100,000/year
Committee Retainer	Audit Committee Chair	$15,000/year
	Audit Committee Member	$5,000/year
	Governance Committee Chair	$10,000/year
	Governance Committee Member	$2,500/year
Meeting Fees	Board/Committee Meeting	Nil

Notes:

(1) Compensation will be made up of $75,000 in cash and $75,000 in Options.
(2) The Chairman will receive an initial Option grant of $150,000 for joining the Board.
(3) Options will vest one year following the grant date of such options.
(4) Compensation will be made up of $50,000 in cash and $50,000 in Options.
(5) Each Director will receive an initial Option grant of $50,000 for joining the Board.
(6) Options will vest one year following the grant date of such options.

The following table provides a summary of the compensation received by each of the Independent Directors during the fiscal year ended December 31, 2017:

Name	Fees earned ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Heather Allen	10,787	-	60,417	-	-	-	71,204
Dr. Louis Aronne	26,250	-	95,000	-	-	-	121,250
Angela Holtham	21,726	-	66,667	-	-	-	88,393
Catherine Potechin	10,787	-	60,417	-	-	-	71,204
Steve Spooner	11,301	-	60,417	-	-	-	71,204
Jason Tafler	14,616	-	62,500	-	-	-	77,116
David Williams	45,000	-	187,500	-	-	-	232,500

Directors were also reimbursed for all out-of-pocket expenses incurred in their capacities as members of the Board, which reimbursed expenses totalled $123,893.41 in 2017. During the fiscal year ended December 31, 2017, the Directors rendered no additional professional services, directly or indirectly, to the Company.

Outstanding Share-Based and Option-Based Awards

The following table sets forth the outstanding share-based and option-based awards for the Independent Directors at the end of the most recently completed financial year of the Company. The only Non-Independent Director, Mark Hornick, did not receive any share or option-based awards for serving as a Director.

Name	Award Date	Number of Common Shares underlying unexercised Options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the money options ($)
Heather Allen	Oct. 31, 2017	9,656	19.82	Oct. 13, 2027	24,333
Dr. Louis Aronne	Jan. 31, 2014 Jan. 31, 2014 July 7, 2017	14,611 12,819 21,111	0.0005 13.8963 15.75	Jan. 31, 2024 Jan. 31, 2024 July 7, 2027	
Total		**48,541**			**573,764**
Angela Holtham	Sept. 29, 2017 Oct. 31, 2017	7,899 2,664	19.90 19.82	Sept. 29, 2027 Oct. 31, 2027	
Total		**10,563**			**25,987**
Catherine Potechin	Oct. 31, 2017	9,656	19.82	Oct. 31, 2027	24,333
Steve Spooner	Oct. 31, 2017	9,656	19.82	Oct. 31, 2027	24,333
Jason Tafler	Sept. 29, 2017 Oct. 31, 2017	7,899 1,998	19.90 19.82	Sept. 29, 2027 Oct. 31, 2027	
Total		**9,897**			**24,309**
David Williams	July 7, 2017 Oct. 31, 2017	33,333 5,993	15.75 19.82	July 7, 2027 Oct. 31, 2027	
Total		**39,326**			**234,767**

Directors' and Officers' Liability Insurance

Our Directors and officers are covered by directors' and officers' liability insurance. Under this insurance coverage, we will be reimbursed for insured claims where payments have been made under indemnity provisions on behalf of our Directors and officers, subject to a deductible for each loss, which will be paid by us. Individual Directors and officers of our Company and our subsidiaries will also be reimbursed for insured claims arising during the performance of their duties for which they are not indemnified by our Company or our subsidiaries. Excluded from insurance coverage are illegal acts, acts which result in personal profit and certain other acts.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board is responsible for developing our approach to corporate governance issues and is committed to ensuring that a healthy governance culture exists at the Company. The Directors periodically review the size, composition and compensation of the Board, the effectiveness of the Board and its individual members, and appropriate committee structures, mandates, composition, membership and effectiveness. 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, our Independent Directors may meet in the absence of senior executive officers or any Non-Independent Directors.

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 will generally be required to excuse himself or herself from the meeting while discussions and voting with respect to the matter are taking place. Directors will also be required to comply with the relevant provisions of the *Business Corporations Act* (Ontario) regarding conflicts of interest.

In accordance with NI 58-101, the Company is required to disclose on an annual basis its approach to corporate governance. The Company's approach to significant issues of corporate governance is designed to ensure that the business and affairs of the Company are effectively managed to enhance Shareholder value. The Company's corporate governance practices have been and continue to be in compliance with applicable Canadian securities law requirements. Where the Company does not comply with recommended guidelines, it believes non-compliance is justifiable and its reasoning is provided. The Board has approved the description of the Company's approach to corporate governance as outlined in Schedule "A" to this Circular. Corporate governance guidelines change from time to time. The Board monitors pending regulatory initiatives and developments in the corporate governance area and will address them as appropriate.

For certain information with respect to the Audit Committee, including its charter and composition, the relevant education and experience of its members, and services fees paid to the Company's external auditors, please refer to the section entitled "*Directors and Executive Officers of the Company – Audit Committee*" in the Company's annual information form dated March 29, 2018.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former Directors, executive officers or employees of the Company or any of its subsidiaries, or any associate or affiliate of any such person, is as of the date hereof, or has been since January 1, 2017, indebted to the Company.

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

To the knowledge of the Directors, no Director or executive officer of the Company at any time since the beginning of the Company's last completed financial year, no proposed nominee for election as a Director nor any associate of any such Director, executive officer or nominee, 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

Certain executive officers of the Company and a Director had a material interest in the Company's IPO and a certain Director had a material interest in the Secondary Offering, as discussed in the prospectus for the IPO ("**IPO Prospectus**") and the prospectus for the Secondary Offering (together with the IPO Prospectus, the "**Prospectuses**"), as applicable. Other than as disclosed in the Prospectuses, no informed person (as such term is defined under applicable securities laws) of the Company, proposed Director of the Company or any associate or affiliate of any informed person or proposed Director has or had a material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found by visiting the Company's website at: www.jamiesonwellness.com. In addition, more information, including additional financial information which is provided in the 2017 MD&A and Financials, can be found on SEDAR by visiting www.sedar.com. Shareholders may contact the Company to request a copy of the 2017 MD&A and Financials. Any such request should be directed to the Chief Financial Officer and Corporate Secretary of Company at:

Jamieson Wellness Inc.
2 St. Clair Avenue West,
Toronto, Ontario
M4V 1L5

Telephone: 416-960-0052
Email: csnowden@jamiesonlabs.com

DIRECTORS' APPROVAL

The contents of this Circular and the delivery thereof to the applicable Shareholders, the Directors and the auditors of the Company has been approved by the Board.

DATED the 5th day of March, 2018.

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) Mark Hornick

Mark Hornick
Director, President and Chief Executive Officer

SCHEDULE “A”

NATIONAL INSTRUMENT 58-101
DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

1. Board of Directors

The Board is currently composed of eight members. All Board members, with the exception of Mark Hornick, are independent according to the definition of “**independence**” set out in NI 58-101 as it applies to the Board. Mark Hornick is not independent because he is an executive officer and employee of the Company. As seven of the eight existing Directors are independent, the Company has deemed the majority of the Board to be independent.

See “*Particulars of Matters to be Acted Upon at the Meeting – Election of Directors*” for information on Directors who currently sit on the board of directors of an issuer other than the Company, including in foreign jurisdictions.

The Independent Directors will meet in private session, outside the presence of the Chief Executive Officer or any other management Director, at each regular meeting of the Board. Such private sessions may also be called at any time. The Chairman (or, if the Chairman is not present, then another Independent Director chosen by the Independent Directors) will preside over the private session. The Board held four *in camera* sessions since the beginning of fiscal 2017. The Audit Committee holds *in camera* sessions with only the external auditors present. The Governance Committee consists only of Independent Directors with management attending only by invitation.

Meetings of the Board are currently chaired by the David Williams, Chairman, who is an Independent Director. The Chairman is responsible for (i) providing leadership, managing and organizing the Board to enhance the effectiveness and performance of the Board, (ii) creating a cooperative atmosphere among the Directors, (iii) acting as chair of the meetings of the Board, including establishing procedures to govern the Board’s work to ensure the Board can conduct its work effectively and efficiently, (iv) acting as a liaison between the Board and management through the Chief Executive Officer, (v) promoting the provision of information to the Directors on a timely basis to keep the Directors apprised of matters which are material to them, and (vi) chairing meetings of Shareholders.

See “*Particulars of Matters to be Acted Upon at the Meeting – Election of Directors*” for the attendance record of each Director at Board and Committee meetings since the beginning of the fiscal year ended December 31, 2017.

2. Board Mandate

The mandate of our Board is to manage and supervise the management of our business and affairs. The mandate is attached as Annex I hereto.

3. Position Descriptions

The Board has developed and approved written descriptions for the Chairman, Chief Executive Officer, Chair of the Audit Committee, and Chair of the Governance Committee.

4. Orientation and Continuing Education

The Board and management of the Company have an informal orientation program for new Board members and new committee members regarding the role of the Board, its committees and the Directors and the nature and operation of the Company’s business. While the Company does not have a formal orientation program for new members of the Board, the Chief Executive Officer and other members of senior management are and will continue to be available to Board members to discuss the Company’s business and assist in the orientation and education of Board members as required. As part of the orientation process, new Board members are provided with copies of the Company's relevant financial data and have the opportunity to attend management meetings. In January 2018, the Company held a two-day orientation session for the Directors to provide background information on Jamieson and give them the opportunity to interact with management.

The Board does not formally provide continuing education to its Directors; however the Directors are experienced members, many of whom have been or are directors on the boards of other companies, charities and non-profit organizations. The Board relies on professional assistance when considered necessary in order to be educated or updated on a particular topic. The Company may also provide reimbursements to Directors for continuing education to assist with their development.

5. Ethical Business Conduct

Code of Business Conduct and Ethics

The Company has established a Code of Business Conduct and Ethics (the "**Code**"). The guiding principal of the Company under the Code is that "honesty and integrity are essential in all our relationships and will never be compromised" and as such the Company has adopted it as a primary value. The Code has been adopted by the Board and it applies to the Directors, officers and employees of the Company and every subsidiary of the Company ("**Covered Persons**").

The Code requires that each Covered Person must be scrupulous in always seeking to avoid any actual, potential or perceived conflict of interest. Any Covered Person who is a Director or officer must immediately advise the Company's Audit Committee in writing of any interest in a material transaction or relationship that reasonably could be expected to give rise to a conflict of interest, and will not take any action to proceed with that transaction or relationship unless and until the action has been approved by the Company's Audit Committee.

The Board is responsible for monitoring compliance with this Code and the Board plays an important role in addressing violations of the Code. Violations of the Code by Directors or executive officers must be reported to the Audit Committee. As well, any violations made by any Covered Person can be made confidentially to the Chairman or Chair of the Audit Committee. The Board actively monitors compliance with the Code, which includes quarterly meetings between senior management of Jamieson and the Committees (as defined herein) to discuss compliance as well as monitoring the whistleblower line in connection with the Financial Integrity Policy (defined below).

Financial Integrity Policy

The Company has established a Financial Integrity Policy (the "**Financial Integrity Policy**"). The Financial Integrity Policy outlines the procedures for the receipt, retention and treatment of complaints regarding accounting, internal controls or auditing matters and for the confidential, anonymous submission of concerns by employees of the Company regarding questionable accounting, or auditing matters. The Audit Committee is responsible for monitoring compliance with this policy.

Disclosure and Insider Trading Policy

The Company has established a Disclosure and Insider Trading Policy ("**Disclosure and Insider Trading Policy**"). Under this policy, the Directors and officers and certain others are prohibited from (i) buying or selling securities of the Company with knowledge of a material fact or material change that has not generally been disclosed and (ii) informing others of a material fact or material change that has not generally been disclosed. The Chief Executive Officer and the Chief Financial Officer will be responsible for the implementation of the Disclosure and Insider Trading Policy (the "**Disclosure Committee**"). In addition, outside legal counsel shall participate in meetings of the Disclosure Committee in an advisory capacity where deemed appropriate by the Disclosure Committee.

The Code, Disclosure and Insider Trading Policy, and Financial Integrity Policy are available on www.jamiesonwellness.com or upon request to the Company.

6. Nomination of Directors

Director nominees shall be recommended to the Board by the Governance Committee in accordance with its mandate and elected by the Shareholders in accordance with the Company's majority voting policy at every annual general meeting of the Company (or unanimous resolution of the Shareholders in lieu thereof), but if Directors are not elected at any annual meeting, the incumbent Directors shall continue in office until their successors are elected or appointed.

All of the members of the Governance Committee are independent according to the definition of "independence" set out in NI 58-101. The powers and responsibilities of the Governance Committee are set out in the committee's written mandate, a copy of which is attached as Annex II hereto.

7. Compensation

The Board, through the Governance Committee, determines fees and compensation for the Directors and officers of the Company. See "*Compensation of Executive Officers - Determination of Compensation*" in this Circular and the section "*Compensation of the Directors, the CEO and Senior Executives*" in the Governance Committee Mandate attached as Annex II for additional information on how such compensation is determined. A copy of the Governance Committee's mandate is attached as Annex II hereto, which outlines its responsibilities, powers and operation of the committee.

The table below lists the current members of the Governance Committee as well as their relevant executive compensation experience:

Name	**Relevant Executive Compensation Experience**
Heather Allen	Heather Allen was involved in salary and talent management, including salary planning and budget distributions, in her roles of Executive Vice President Category Development from 2011 to 2014 and her prior role as General Manager, Canada from 2003 to 2005 at Reckitt Benckiser plc. In her role as Executive Vice President Category Development, she (1) was accountable to set bonus targets for category brand groups globally, (2) led the development of a financial incentive system for innovation, and (3) was an executive committee member providing input to incentive planning, global salary banding and talent pipeline planning.
Dr. Louis Aronne	Dr. Louis Aronne has experience on the compensation committee of another public company. Dr. Aronne has been on the compensation committee of Myos Rens Corporation for over five years.
Catherine Potechin	Catherine Potechin has been involved with executive and director performance review and compensation in her non-profit sector board work. She also has her ICD.D certification with the Institute of Corporate Directors and has experience with competency-based pay from her prior career experience.
David Williams	David Williams has directed and been responsible for human resources, compensation and talent management in many large private and public companies, including Loblaws, Shoppers Drug Mart, W.S.I.B. and Toronto Hydro. His responsibilities have included reviewing, approving and overseeing compensation plans, succession planning, restructuring, labour negotiations and talent management. He has also been involved with safety programs and corporate governance as they relate to human resource matters. Mr. Williams gained his ICD.D designation from the Institute of Corporate Directors in 2006.

8. Other Board Committees

Other than the Audit Committee and Governance Committee (the "**Committees**"), the Board does not have any other committees in place.

9. Assessments

Each Committee reviews and assesses the adequacy of its Committee mandate on a periodic basis and recommends any proposed changes to the Board for approval. The Board in conjunction with the Chief Executive Officer periodically reviews and assesses the effectiveness of the Board as a whole, the membership of the Committees, the mandates and activities of each Committee and the contribution of individual Directors. Feedback is obtained from members of the Board and the Committees on an informal basis, which the Board believes is sufficient to address any changes that may be necessary or desirable.

10. Term Limits

Jamieson does not impose term limits on its Directors as it takes the view that term limits are an arbitrary mechanism for removing Directors which can result in valuable, experienced Directors being forced to leave the Board solely because of length of service. Instead, the Company believes that Directors should be assessed based on their ability to continue to make a meaningful contribution. The annual performance review of Directors assesses the strengths and weaknesses of Directors and, in the Company's view, together with annual elections by the Shareholders, is a more meaningful way to evaluate the performance of Directors and to make determinations about whether a Director should be removed due to under-performance.

11. Representation of Women on the Board and in Executive Officer Positions

Jamieson currently has three female Directors (37.5% of the Board) and one female executive officer (12.5% of its executive officers). The Company does not have a formal policy or set targets on the representation of women on the Board or senior management. The Governance Committee already takes gender into consideration as part of its overall recruitment and selection process in respect of the Board and senior management. However, the Board does not believe that targets or a formal policy will necessarily result in the identification or selection of the best candidates. As such, the Company does not see any meaningful value in adopting targets or a formal policy in this respect at this time as we do not believe that it would further enhance gender diversity beyond the current recruitment and selection process carried out by the Governance Committee. However, the Board is mindful of the benefit of diversity on the Board and in the management of our Company and the need to maximize the effectiveness of the Board and management and their respective decision-making abilities. Accordingly, in searches for new Directors, the Governance Committee will consider the level of female representation and diversity of the Board and management and this will be one of several factors used in its search process. This will be achieved through continuously monitoring the level of female representation on the Board and in senior management positions and, where appropriate, recruiting qualified female candidates as part of our overall recruitment and selection process to fill Board or senior management positions, as the need arises, through vacancies, growth or otherwise. Where a qualified female candidate can offer a unique skill set or perspective (whether by virtue of such candidate's gender or otherwise), the Governance Committee anticipates that it would typically select such a female candidate over a male candidate. Where the Governance Committee believes that a male candidate and a female candidate each offer substantially the same skill set and perspective, such Committee anticipates that it will consider numerous other factors beyond gender and the overall level of female representation in deciding which candidate to offer a position to. The Company has not yet set measurable objectives for achieving gender diversity and will consider establishing measureable objectives in the future.

ANNEX I

BOARD MANDATE

JAMIESON WELLNESS INC.

STATEMENT OF PRINCIPLES

The Board of Directors (the "**Board**") of Jamieson Wellness Inc. (the "**Company**") has adopted the following Mandate of the Board (the "**Mandate**"). This Mandate, together with the charters of the committees of the Board and other policies adopted by the Board, provide the basis by which the Company is governed.

The Board recognizes that there is an active, on-going dialogue and evolution regarding corporate governance best practices and that this Mandate should be amended from time to time as the Board deems necessary and appropriate to keep pace with applicable best practices.

ROLE OF THE BOARD

The members of the Board are elected by the shareholders of the Company to manage and supervise the management of the business and affairs of the Company. The Board serves to provide oversight and guidance to senior management with a view to increasing shareholder value over the long term. The core responsibility of the Board is to exercise its fiduciary duties to act honestly and in good faith with a view to the best interests of the Company. In all actions taken by the Board, the directors are expected to exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances. The Board is also responsible for considering and approving, where applicable, (i) recommendations from the Company's Governance Committee regarding the Company's approach to corporate governance, compensation of executive officers and the nomination of new directors; and (ii) recommendations from the Audit Committee with respect to the Company's financial and internal controls, the use of financial resources or other financial matters

BOARD SELECTION AND COMPOSITION

Election of Directors: The Board shall consist of such number of directors as the shareholders (or the Board as authorized by the shareholders) may determine from time to time within any range as may be set out in the Company's articles. Director nominees shall be recommended to the Board by the Governance Committee in accordance with its charter and elected by the shareholders of the Company in accordance with the Company's Majority Voting Policy at every annual general meeting of the Company (or unanimous resolution of the shareholders in lieu thereof), but if directors are not elected at any annual meeting, the incumbent directors shall continue in office until their successors are elected or appointed.

Board Leadership: The Chairman of the Board (the "**Chairman**") is selected by the Board after considering the recommendation of the Governance Committee in accordance with its charter. The Board, in its collective judgment selects a Chairman that is independent (that is, directors determined to be independent in accordance with the rules of applicable stock exchanges and securities regulatory authorities) and that it believes will provide leadership in a manner that is in the best interests of the Company. The Chairman shall have those duties outlined by the Board in a document entitled "Role of the Chairman", as well as any other duties and responsibilities as may be delegated by the Board from time to time.

Size of the Board: The Company's articles will provide that the Board will be comprised of a minimum of three directors and a maximum of 15 directors. The Board will periodically evaluate whether a larger or smaller number of directors would be preferable.

Qualifications of Directors: The Board, and in particular the Governance Committee while considering candidates, should endeavour to select directors that represent diverse experience at policy-making levels in areas that are relevant to the Company's activities, with an emphasis on some combination of the following areas: marketing, sales, operations, supply chain, IT, nutrition, consumer packaged goods or retail. Directors should possess the highest personal and professional ethics, integrity, and values, and be committed to representing the long-term interests of the Company and its subsidiaries. Further, directors should know how to read and understand fundamental financial statements and understand the use of financial information in evaluating the performance of the Company. The Governance Committee will screen all nominees for the Board and present recommendations on all nominees to the full Board for review and approval.

Length of Board Service: Each director holds office until the earlier of (i) the date on which his successor is elected or appointed; and (ii) the date on which he or she otherwise ceases to hold office under the relevant corporate law or the Company's constating documents. The Board believes that, over time, directors develop increasing insight into the Company and its operations and therefore provide an increasing contribution to the Board as a whole. The Board believes that the value of such continuity of service outweighs the advantages of imposing term limits upon Board service.

Change of Director's Position: In the event that a material change occurs with respect to the principal employment or affiliation of an independent director, such independent director will notify the Chairman of the Company of such change. The Governance Committee will then consider whether, given such material change in such independent director's principal employment or affiliation, it is appropriate for such director to continue as a member of the Board. The Governance Committee will present its recommendation to the Board, including whether it has determined that continued service as a director is inappropriate, for determination by the Board whether it shall recommend to the shareholders that such director be removed from the Board. If the Chief Executive Officer ("**CEO**") leaves the Company's employment while he or she also is serving on the Board, he or she will be deemed to have simultaneously submitted his or her resignation as a director to the Board. The Board will then consider whether it is appropriate for that individual to continue as a member of the Board.

Other Board Service: The Board does not believe that its members should be prohibited from serving on the boards of other companies so long as those commitments do not create material actual or potential conflicts and do not interfere with the director's ability to fulfill his or her duties as a member of the Board. Directors will advise the Chairman prior to accepting any invitation to serve on a public or private company, or non-profit, board.

BOARD MEETINGS

Frequency of Board Meetings: Regular meetings of the Board will be held at least quarterly. At the beginning of each calendar year, a tentative schedule of the regular Board meetings for such year will be distributed to the Board. Board meetings may be held in person or action may be taken by written consent in accordance with the relevant corporate law. Special and telephonic meetings of the Board will be held as necessary as permitted by the Company's constating documents.

Preparation: Board members are expected to prepare for, attend, and participate in all Board and applicable committee meetings, to spend the time needed to accomplish all required Board activities, and to meet as frequently as necessary to discharge properly their responsibilities. Each Board member should be committed to serve on the Board for an extended period of time and is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a director.

Development of Board Meeting Agenda: The Chairman, in consultation with the CEO, shall prepare the agenda for each Board meeting. Each director is encouraged to express their views in the agenda process, as well as to bring to the attention of the Board specific issues or topics that are not specifically listed on the agenda for that meeting.

Board Material: Information and materials that are important to the Board's understanding and consideration of agenda topics will be distributed sufficiently in advance of the meeting to permit adequate prior review by the directors. Highly confidential or sensitive matters may be presented and discussed without prior distribution of background materials.

Board Presentations and Management Attendees: The Board encourages the participation of and presentations by the Company's management at Board meetings to allow directors to gain additional understanding of and insight into the Company's businesses and related issues and to obtain exposure to the Company's managers. Any director may request the attendance at a Board meeting of any member of the Company's management.

Private Sessions of Independent Directors: The independent directors (that is, directors determined to be independent in accordance with the rules of applicable stock exchanges and securities regulatory authorities) will meet in private session, outside the presence of the CEO or any other management director, at each regular meeting of the Board. Such private sessions may also be called at any time. The Chairman (or, if the Chairman is not present, then another independent director chosen by the independent directors) will preside over the private session.

BOARD RESPONSIBILITIES

Board Contact with Management and Advisors; Access to Independent Advisors: Directors will have full and free access to officers and employees of the Company, the Company's books and records, and the Company's advisors. Any meetings or contacts that a director wishes to initiate should be arranged through the CEO, though directors are free to arrange meetings directly should circumstances warrant.

External Communications: The Board will adopt a disclosure and insider trading policy for the Company and will monitor any investor relations programs.

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.

Strategic Planning Process: 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. In addition to the Company's long term strategic plans, the Board will review and approve the Company's annual operating and capital budgets at least annually and will also review periodically, as conditions dictate, the most significant strategic, operational, financial, accounting, human resources, legal, compliance, quality, and risk management issues and policies facing the Company.

Risk Management: The Board, in conjunction with management, shall be responsible for identifying the principal risks of the Company's business and overseeing 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 Governance Committee.

Succession Planning, Appointment and Supervision of Senior Executives: The Board shall approve the corporate goals and objectives of the CEO and 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 review and 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 Governance Committee.

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 this mandate. These include, but are not limited to, the annual audited financial statements, interim financial statements and related management discussion and analysis accompanying such financial statements, management proxy circulars, annual information forms, offering documents and other applicable disclosure.

COMMITTEES

Number, Structure, Composition, and Mandates: The Board currently has the following standing committees: (i) Audit Committee; and (ii) Governance Committee. The Board may establish such additional committees, and any committee may establish such subcommittees, as the Board or any committee, as applicable, deems necessary and appropriate, to the extent permissible under applicable law. The Board will adopt a written charter for each of its committees, which charter will set forth, among other things, the purpose, specific duties and responsibilities, qualifications and procedures, and reporting obligations of each committee. Periodically, as he or she deems necessary, the Chairman will propose a list of committee assignments to the Board for its consideration, including the designation of a proposed chairman of each committee. The Board will, however, retain its oversight function and ultimate responsibility for such matters and associated delegated responsibilities.

Committee Meetings and Agendas: The chair of each committee, in consultation with the appropriate members of the committee and senior management, will prepare a meeting date schedule and an agenda for each meeting, consistent with the committee's charter and the Company's needs.

CODE OF BUSINESS CONDUCT AND ETHICS AND CONFLICTS OF INTEREST

The Board will adopt a Code of Business Conduct and Ethics (the "**Code**"). The Board expects all directors, officers and employees of the Company and its subsidiaries to conduct themselves in accordance with the highest ethical standards, and to adhere to the Code. Any waiver of the Code for directors or executive officers may only be made by the Board or one of its Committees and will be promptly disclosed by the Company, as required by applicable law, including the requirements of any applicable stock exchanges.

All directors will disclose their interest and recuse themselves from any discussion or decision affecting their personal, business, financial or professional interests (other than as such interests related to the Company or Jamieson).

RELIANCE ON MANAGEMENT AND OUTSIDE ADVICE

The Board and its committees have the authority to retain, at any time, independent outside financial, legal, or other advisors at the expense of the Company or any of its subsidiaries. Any such advisors will be chosen by, and report directly to, the Board or the respective committee that has retained such advisors.

In performing its functions, the Board is entitled to rely on the advice, reports, and opinions of management, counsel, accountants, auditors, and other expert advisors.

IMPLEMENTATION OF THIS MANDATE

If the Board ascertains at any time that any of the provisions of this Mandate set forth herein are being violated, the Board will take such action as it deems reasonably necessary to assure full compliance as promptly as practicable. This Mandate is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While they should be interpreted in the context of applicable laws, regulations, and other applicable requirements, as well as in the context of the Company's constating documents, they are not intended to establish by their own force any legally binding obligations.

ANNEX II

GOVERNANCE, COMPENSATION AND NOMINATING COMMITTEE MANDATE

FUNCTION AND PURPOSE

The function and purpose of the Governance Committee (the "**Committee**") shall be to assist the Board of Directors (the "**Board**") of Jamieson Wellness Inc. (the "**Company**") in fulfilling its responsibilities relating with respect to: (i) developing corporate governance guidelines and principles for the Company and providing governance leadership to the Company; (ii) reviewing the Company's corporate governance practices and recommending changes to those practices as it considers appropriate; (iii) assessing the effectiveness of the Board, each of its committees and its individual directors; (iv) overseeing the recruitment and selection of candidates as directors; (v) overseeing director orientation and continuing education; (vi) considering and approving proposals by the directors to engage outside advisors on behalf of the Board as a whole or on behalf of the independent directors; (vii) reviewing and making recommendations to the Board concerning any change in the number of directors composing the Board or any committee; (viii) recruitment, development and retention of senior executives of the Company, including reviewing and approving corporate goals and objectives relevant to the Chief Executive Officer of the Company ("**CEO**") compensation and evaluating the CEO's performance in light of those goals; (ix) talent management and succession planning systems and processes relating to senior executives of the Company; (x) compensation structure for senior executives of the Company, including salaries, annual and long-term incentive plans including plans involving equity issuances and other equity based awards; (xi) reviewing and making recommendations to the Board concerning the level and nature of the compensation payable to directors; (xii) the establishment of policies and procedures designed to identify and mitigate risks associated with the Company's compensation policies and practices; (xiii) administering the Company's incentive plans; and (xiv) reviewing executive compensation disclosure before the Company publicly discloses this information.

COMPOSITION AND ORGANIZATION

Membership and Qualifications

Composition: The Committee shall at all times consist of at least three directors, including a Chairman, all appointed by the Board, with the Chairman and each member to serve until his or her successor is duly appointed, or until his or her earlier death, resignation or removal by the Board.

Independence: Each member of the Committee shall be independent, as determined in accordance with the rules of applicable stock exchanges and securities regulatory authorities. Members must have suitable experience and must be familiar with corporate governance practices and compensation practices of public entities.

Meetings

Frequency: The Committee shall meet as frequently as the Chairman of the Committee deems appropriate.

Agendas and Notice: The Chairman of the Committee shall establish the meeting dates and the meeting agenda. The Chairman of the Committee or the Company Secretary shall send proper notice of each Committee meeting and information concerning the business to be conducted at the meeting, to the extent practical, to each member prior to each meeting. The Chairman or a majority of the members of the Committee may call a special meeting of the Committee at any time.

Holding and Recording Meetings: Committee meetings may be held in person or telephonically, or action may be taken by written consent in accordance with the relevant corporate law. The Committee may act by a majority vote at a meeting of the Committee or by a writing or writings signed by all of its members without a meeting. The Committee shall keep written minutes of its meetings and submit such minutes to the Board. The Committee may request that members of management be present at Committee meetings as needed in order to execute the Committee's primary responsibilities. The Committee shall report to the Board with respect to its meetings, and all actions taken or authorized by the Committee shall be reported to the Board at its next meeting following such action(s) by the Committee.

Quorum: A majority of the members of the Committee shall constitute a quorum for meetings of the Committee.

Compensation of the Committee: The compensation of Committee members shall be determined by the Board.

Chairperson: If the Chairman of the Committee is not present at any meeting of the Committee, an acting Chairman for the meeting shall be chosen by majority vote of the Committee from among the members present. In the case of a deadlock on any matter or vote, the Committee shall refer the matter to the Board.

AUTHORITY AND RESPONSIBILITIES

a) Corporate Governance

Overall Approach: The Committee will review the Company's overall approach to corporate governance, taking into account those elements that are unique to the Company. The Committee will monitor developments in the area of corporate governance, and after discussions with any person the Committee considers appropriate, recommend any changes the Committee believes are appropriate;

Code of Business Conduct and Ethics: The Committee shall establish, maintain and oversee the Code of Business Conduct and Ethics for the Company. The Committee will annually review the adequacy of the Code of Business Conduct and Ethics and recommend any changes the Committee considers appropriate.

Committees: The Committee shall consider and recommend to the Board any new committees the Committee believes are appropriate. The Committee shall develop charters for any new committees established by the Board and annually receive feedback from and assess the charter of each of the committees, and recommend any changes the Committee considers appropriate.

Reports on Effectiveness: The Committee shall annually evaluate and report to the Board on the performance and effectiveness of (i) the Board and each of its members; and (ii) each committee (including this Committee) and each of its members. Assessments will consider the Company's committee charters (with respect to evaluations of committees), Code of Business Conduct and Ethics, and, in the case of individual directors, any applicable position descriptions (including for the Chairman and the Chairs of each committee) and the competencies and skills each individual director is expected to bring. Based on its evaluations, the Committee will recommend to the Board any changes it believes are necessary or appropriate, including periodically examining the size of the board and recommending to the Board a size that facilitates effective decision making.

Appointment to Committees: The Committee shall Recommend to the Board those directors it considers qualified for appointment to each Board committee. Where a vacancy occurs at any time in the membership of any Board committee, the Committee will recommend to the Board a director to fill that vacancy. The Committee shall also recommend to the Board those Board committee members it considers qualified to Chair those committees;

Insurance: The Committee shall annually consider the appropriateness of the insurance arrangements for directors and officers of the Company and make recommendations to the Board regarding any advisable changes in insurance arrangements.

Environmental, Social and Governance: The Committee shall consider and review with management issues relating to the environment and the communities in which it conducts its operations, and the Company's efforts to minimize to the extent practicable any adverse impacts in these areas. The Committee shall also consider and review with management the Company's governance structure to ensure appropriate controls and oversight.

b) Nomination of Directors

Identification of Nominees for Board and Committees: The Committee is responsible for identifying individuals qualified to be members of the Board and recommending to the Board director nominees for election at the next annual meeting of shareholders.

Considerations: In making its recommendations, the Committee will, after conducting the reviews, examinations and inquiries it believes are appropriate, consider: (i) the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; (ii) the competencies and skills that the Board considers each existing director to possess and that the Committee considers any new nominee to possess; (iii) the independence requirements of the Board and each committee; and (iv) the requirements of the Audit Committee with respect to the financial literacy and financial expertise of its members, and the requirements of other committees for distinctive expertise. The objective of this review will be to maintain the composition of the Board in a way that provides, in the judgment of the Committee, the best mix of skills and experience to provide for the overall stewardship of the Company. All directors are required to possess fundamental qualities of intelligence, honesty, integrity, ethical behavior, fairness and responsibility and be committed to representing the long-term interests of the shareholders. They must also have a genuine interest in the Company and be able to devote sufficient time to discharge their duties and responsibilities effectively.

Diversity: The Committee believes that having a diverse Board can offer a breadth and depth of perspectives that enhance the Board’s performance. The Committee values diversity of abilities, experience, perspective, education, gender, background, race and national origin. Recommendations concerning director nominees are based on merit and past performance as well as expected contribution to the Board’s performance and, accordingly, diversity is taken into consideration. The Committee is mandated to identify qualified candidates for nomination as directors and to make recommendations to the Board. When identifying candidates to nominate for election to the Board, the primary objectives of the Committee are to ensure consideration of individuals who are highly qualified, based on their talents, experience, functional expertise and personal skills, character and qualities, having regard to the Company’s current and future plans and objectives, as well as anticipated industry and market developments. In furtherance of the Company’s commitment to diversity, the Committee will balance these objectives with the need to identify and promote individuals who are reflective of diversity for nomination for election to the Board. In particular, the Committee will consider the level of representation of women and other diverse candidates on the Board when making recommendations for nominees to the Board. The Company has not adopted any specific targets but will promote its objectives through the initiatives set in the guidelines hereto with a view to continuing to identify and foster the development of a suitable pool of candidates for nomination or appointment.

c) Compensation of the Directors, the CEO and Senior Executives

Director Compensation: The Committee shall periodically evaluate and make recommendations to the Board with respect to appropriate forms and amounts of compensation for directors of the Company. In doing so, the Committee will consider: (i) the time commitment associated with being a director of the Company, including, as applicable, committee (and committee Chair) work and Board Chair work; (ii) the responsibilities and risks associated with being such a director; (iii) compensation paid to directors of reporting issuers and their subsidiaries similar to the Company; and (iv) any other factors the Committee deems relevant.

Chief Executive Officer Performance and Compensation: The Committee shall annually review and report to the Board the corporate goals and objectives set for the CEO, and its evaluation of the CEO's performance thereon. The Committee shall annually review and recommend to the Board appropriate compensation of the CEO in light of his or her performance on pre-established goals and objectives, including, but not limited to: (i) salary; (ii) bonus and incentive compensation levels; (iii) deferred compensation; (iv) executive perquisites; (v) equity based compensation; (vi) severance arrangements; and (vii) change-in-control benefits. The CEO shall not be present during the Committee's deliberations on the compensation of the CEO. The Committee will present its recommendations to the Board for its review and approval.

Annual Talent Review and Succession Planning: At least once during each fiscal year, management will present for review and approval to the Committee an assessment of the Company's performance management process and results, as well as an assessment of top talent at the Company and a succession plan for the CEO, her/his direct reports and all other key executive positions at the Company.

Employment or Removal of Executive Officers: The hiring or termination of employment of any executive officer of the Company is subject to review and approval by the Committee.

d) Equity and Incentive Based Plans

Compensation Plans: The Committee shall be responsible for the oversight, approval and adoption, amendment, administration or termination of all compensation, welfare, benefit, pension and other plans related to compensation of current and former employees of the Company or its Subsidiaries. The Committee shall oversee the rights, authority and functions under such plans, including interpreting the terms thereof. This will include, but not be limited to: annual compensation planning and performance management systems, processes and guidelines; equity or equivalent plans, individual grants and any final awards under any such plans; long-term incentive plans, individual grants and any final awards under any such plans; annual merit increase guidelines; perquisites; retirement plans; severance and change of control agreements and plans; annual bonus guidelines, amounts, criteria and payouts for executive officers and bonus-eligible units; annual financial targets to be used for incentive plans; and evaluation and approval of payouts to be made on any incentive plan. Notwithstanding the foregoing, authority to approve, adopt, amend, administer and terminate sales incentive plans is delegated to management; provided that management will report regularly to the Committee (which shall continue to be responsible for the oversight of such plans) on the terms, conditions and payouts under any such plans. The Committee may delegate authority over other plans to management as the Committee deems appropriate from time to time. The Committee shall regularly report to the Board on actions taken by the Committee relating to such compensation plans.

Equity Compensation: Any transaction involving the shares of the Company which relates to compensation for directors, employees or agents, including but not limited to issuances of shares, options, stock appreciation rights, restricted shares, restricted share units, deferred share units, repurchases or termination of any such shares or rights in connection with the termination of employment, or any creation or amendment of any plan or agreement in respect thereof, shall be reviewed and approved by the Committee.

All other transactions involving the shares of the Company, including any issuance, redemption, acquisition, purchase, sale or disposition, reclassification, or repurchase by the Company of any securities including, without limitation, any non-compensatory issuance of shares or options, any payment or declaration of any dividend or distribution in respect thereof, or any creation or amendment of any plan or agreement in respect thereof, must be approved by the Board.

e) Orientation and Continuing Education

Orientation: The Committee shall provide each new director with a comprehensive orientation, including an overview of the role of the Board, the Board committees and each individual director, the nature and operation of the Company's business and the contribution and time commitment the new director is expected to make. The orientation will include access to senior management of the Company and the facilities of the Company. The Committee will also ensure that each new director understands the independent operation and functioning of the Board.

Continuing Education: The Committee will consider from time to time appropriate continuing education for the directors, which may include presentations from management, site visits and presentations from industry experts. Each director is also expected to maintain the necessary level of expertise to perform his or her responsibilities as a director.

f) Other Authority and Responsibilities

Access to Records and Personnel: The Committee shall have full access to any relevant records of the Company that it deems necessary to carry out its responsibilities. The Committee may request that any officer or other employee of the Company or any advisor to the Company meet with members of the Committee or its advisors, as it deems necessary to carry out its responsibilities.

Independent Advisors: The Committee shall have the authority to engage, terminate and determine funding for such independent legal counsel, accounting advisors, compensation consultants and other advisors as it deems necessary to carry out its responsibilities and to cause the Company or any of its subsidiaries to pay the compensation of such advisors.

Reports to Board of Directors: The Committee shall report regularly to the Board of the Company regarding the meetings of the Committee with such recommendations to the Board as the Committee deems appropriate.

Periodic Review of this Charter: The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Delegation: Subject to applicable law, the Committee may delegate any or all of its functions to any of its members or any sub-set thereof, or other persons, from time to time as it sees fit.

Other Responsibilities: The Committee shall take such other action with respect to compensation matters as may be delegated from time to time by the Board. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.