

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

Name of Listed Issuer: Dixie Brans Inc. (the "Issuer").

Trading Symbol: DIXI.U

Issued and Outstanding Securities of the Issuer Prior to Transaction: 124,778,268.

Date of News Release Fully Disclosing the Transaction: March 15, 2019

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer and Khiron Life Sciences Corp. ("Khiron") have entered into a joint venture agreement (the "Agreement"). Under the Agreement, each of the Issuer and Khiron will be 50% owners of Dixie Khiron JV Corp. ("Dixie-Khiron"), an entity which will manufacture and distribute cannabis-infused products in the Latin America market. The Issuer will license its intellectual property, including the trademarks of its brand portfolio and the proprietary recipes, processes and production methods to Dixie-Khiron. Khiron will be responsible for the day-to-day operations of Dixie-Khiron, including the supply of cannabis ingredients, and the manufacture of the Issuer's branded products. The Issuer will also manufacture and distribute Khiron's Kuida® brand of cannabidiol (CBD)-based cosmeceuticals in the United States.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars:

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

- (b) Cash: The Issuer and Khiron will be 50/50 shareholders of Dixie-Khiron. There is no cash consideration payable by either of Dixie or Khiron to the other in connection with the transaction.
- (c) Other: N/A.
- (d) Work commitments: The Issuer will license its brand portfolio to Dixie-Khiron. Khiron will be responsible for the supply, manufacture and distribution of the Issuer's branded products in Latin America. Khiron will also license its Kuida® brand to the Issuer for manufacture and sale in the United States.
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
- N/A.
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer:
- N/A.
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:
- N/A.
6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):
- Hillcrest Merchant Partners Inc., located at 68 Fifeshire Road, Toronto, ON., M2L 2G8 ("Hillcrest").
- (b) Cash
- Nil.
- (c) Other:

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781,250 subordinate voting shares of the Issuer at a deemed price of USD\$0.73 per subordinate voting share will be payable by the Issuer to Hillcrest, and 380,710 common shares of Khiron at a deemed price of CAD\$1.97 will be payable by Khiron to Hillcrest, for a total aggregate cash value of CDN\$1,500,000.

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

N/A.

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.

N/A.

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

N/A.

3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated March 15, 2019.

C.J. Chapman
Name of Director or Senior
Officer

(Signed) "C.J. Chapman"
Signature

General Counsel and Secretary
Official Capacity