

BC CRAFT SUPPLY CO. LTD.
(the “Company”)

Annual General & Special Meeting of Shareholders

Held at Suite 810 – 789 West Pender Street, Vancouver, British Columbia, V6C 1H2, Canada on Friday, July 17, 2020, at the hour of 10:00 a.m. (Pacific Time).

CHAIRMAN AND RECORDING SECRETARY

Mr. Matthew Watters of BC Craft Supply Co. Ltd. took the chair, called the meeting to order and stated that he, pursuant to the Articles of the Company, would act as Chairman of the meeting and with the consent of the meeting, appointed Ms. Jennifer Tran of Partum Advisory Services Corp. to act as Recording Secretary of the meeting.

SCRUTINEER

The Chairman appointed Mr. David Eppert of National Securities Administrators Ltd., the Company’s registrar and transfer agent, as Scrutineer to report the shareholders present in person and the number of shares represented by proxy at this meeting and to compute the votes cast on any poll taken at this meeting and to report therein to the Chairman.

NOTICE OF MEETING

The Chairman stated that the notice of calling this meeting and the accompanying information circular, proxy, and the supplement mailing card had been mailed to all the shareholders of the Company. The Chairman then stated that the Secretary had received and filed with him proof of service of the notice of this meeting. On a motion duly made and unanimously carried, the following resolution was passed:

SCRUTINEER’S REPORT

The Chairman then called upon the Scrutineers to present their report, whereupon the Scrutineers reported that there are at least **15** shareholders holding **7,140,400** common shares represented in person or by proxy at this meeting representing **8.77%** of the **81,410,191** issued and outstanding common shares. The Chairman then declared the requisite quorum of the shareholders was present and the meeting was properly constituted for the transaction of business.

FINANCIAL STATEMENTS

The Chairman then presented to the meeting the consolidated financial statements of the Company for the fiscal year ended September 30, 2019 together with the auditor’s report. He then stated that copies were mailed to shareholders and if any shareholder had any relevant questions concerning the consolidated financial statements that he would deal with them at this time but requested that shareholders save questions of a general nature until after the formal part of the meeting is completed.

SETTING NUMBER OF DIRECTORS

The Chairman then stated that it would be in order to proceed with setting the number of Directors of the Company at three (3).

“BE IT RESOLVED THAT the number of Directors be fixed at three (3) directors.”

The Chairman declared the resolution carried.

ELECTION OF DIRECTORS

The Chairman then stated that it would be in order to proceed with the nomination and election of directors and that the board of directors consisted of three (3) directors. The Chairman declared the meeting open for nominations for the election of directors and the following persons were nominated for election of directors of the Company to hold office until the next annual meeting of shareholders or until their successors were elected or appointed:

Matthew Watters
Kevin Taylor
Thomas English

There being no further or other nominations. On a motion duly made and unanimously carried, the following resolution was then passed:

“BE IT RESOLVED THAT the three (3) persons nominated be and are hereby elected as directors of the Company to hold office until the next annual meeting of the shareholders or until their successors are elected or appointed.”

The Chairman declared the resolution carried.

APPOINTMENT AND REMUNERATION OF AUDITORS

The Chairman stated that the next item of business was the appointment of auditors and the authorization of the directors to fix the remuneration of such auditors and directing him, as Chairman of the meeting, to cast a single ballot for such election. On a motion duly made and unanimously carried, the following resolution was passed:

“BE IT RESOLVED THAT DMCL LLP, Chartered Professional Accountants, be and they are hereby appointed auditors of the Company to hold office until the next annual meeting of shareholders at such remuneration as may be fixed by the directors and the directors be and they are hereby authorized to fix such remuneration.”

The Chairman declared the resolution carried.

STOCK OPTION PLAN

The Chairman then stated that it would be in order to proceed with the Company’s stock option plan.

“BE IT RESOLVED THAT

1. The 2020 Plan of the Company, in the form attached to the Information Circular as Schedule "B", be and the same is hereby confirmed and approved subject to applicable regulatory approval;
2. The form of the 2020 Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Company;
3. All options outstanding under the 2020 Plan or any previous form of stock option plan shall remain valid and outstanding and be governed by the terms of the applicable previous form of stock option plan as it existed when they were granted;
4. Any director or officer is authorized to execute and deliver all such deeds, documents and other writings and perform such acts as may be necessary in order to give effect to the 2020 Plan, and the Board of Directors of the Company is authorized to grant options in the capital stock of the Company pursuant to and in accordance with the provisions of the 2020 Plan so adopted; and
5. Notwithstanding the approval of the shareholders of the Company as herein provided, the Board of Directors may, in its sole discretion, at any time suspend or terminate the 2020 Plan or revoke this resolution before it is acted upon, without further approval of the shareholders of the Company.”

The Chairman declared the resolution carried.

TERMINATION

The Chairman asked if there was any further business. There being no further or other business, upon a motion duly made and unanimously carried by, the meeting was terminated.

Matthew Watters
Chairman of the Meeting

Jennifer Tran
Recording Secretary of the Meeting