JAMIESON WELLNESS INC.

ANNUAL INFORMATION FORM

For the Year Ended December 31, 2017

Dated March 29, 2018

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JAMIESON WELLNESS INC.
ANNUAL INFORMATION FORM

In this annual information form ("**Annual Information Form**"), references to "Jamieson"', the "Company'', "we'', "us'' and "our'' refer to Jamieson Wellness Inc. and its subsidiaries, unless the context requires otherwise. Unless otherwise indicated, all references to dollar amounts herein are to Canadian dollars.

All information contained herein is as at December 31, 2017 unless otherwise noted.

FORWARD-LOOKING INFORMATION

Certain statements contained in this Annual Information Form, particularly in the sections below entitled "*General Development of the Business – Outlook",* "*Description of The Business*", "*Dividends*" and "*Risk Factors*", contain "forward-looking information" within the meaning of applicable securities laws. Forward-looking information may relate to our future outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategy, budgets, operations, financial results, taxes, dividend policy, plans and objectives. Particularly, information regarding our expectations of future results, performance, achievements, prospects or opportunities is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects", "does not expect", "is expected", "an opportunity exists", "budget", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will", "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances.

The forward-looking information contained in this Annual Information Form is based on management's opinions, estimates and assumptions in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe to be appropriate and reasonable in the circumstances. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. Certain assumptions in respect of the ability to pursue further strategic acquisitions; our ability to source raw materials and other inputs from our suppliers; our ability to continue to innovate product offerings that resonate with our target customer base; our ability to retain key management and personnel; our ability to continue to expand our international presence and grow our brand internationally; our ability to obtain and maintain existing financing on acceptable terms; currency exchange and interest rates; the impact of competition; changes to trends in our industry or global economic factors; and changes to laws, rules, regulations and global standards are material factors made in preparing the forward-looking information and management's expectations contained in this Annual Information Form.

The forward-looking information contained in this Annual Information Form represents management's expectations as at December 31, 2017 and is subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except (i) as required under applicable securities laws in Canada and (ii) to provide updates in our annual management's discussion and analysis of financial condition and results of operations for each financial year up to and including that in respect of 2021 on our growth targets disclosed in our final prospectus dated June 29, 2017 in respect of our initial public offering and secondary offering ("**IPO**"), including to provide information on our growth targets disclosed in such prospectus, actual results and a discussion of variances from our growth targets. The forward-looking information contained in this Annual Information Form is expressly qualified by this cautionary statement.

Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that management considered appropriate and reasonable as of the date such statements are made and is subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to those described below and referred to under the heading "*Risk Factors*".

We caution that the list of risk factors and uncertainties under the heading "*Risk Factors*" is not exhaustive and other factors could also adversely affect our results. Readers are urged to consider the risks, uncertainties and assumptions carefully in evaluating the forward-looking information in this Annual Information Form and are cautioned not to place undue reliance on such information.

NON-IFRS MEASURES

This Annual Information Form makes reference to "Adjusted Diluted Earnings per Share", "Adjusted EBITDA", "Adjusted EBITDA margin", "Adjusted Net Income", "EBITDA", "gross profit" and "gross profit margin". 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 Diluted Earnings per Share**" is defined as dividing Adjusted Net Income (as hereinafter defined) by the total number of outstanding diluted shares at the end of the most recently completed quarter. We believe Adjusted Diluted Earnings per Share is a useful measure to assess the performance of our Company as it provides a consistent number of shares from which to evaluate our underlying business performance.

"**Adjusted EBITDA**" is defined as EBITDA (as hereinafter defined) 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.

"**Adjusted EBITDA margin**" is defined as Adjusted EBITDA divided by revenue.

"**Adjusted Net Income**" is defined as consolidated net income (loss) adjusted for the impact of: (i) share-based compensation; (ii) amortization of fair value adjustments; (iii) amortization of deferred financing fee; (iv) foreign exchange (gain) loss; (v) termination benefits and related costs; (vi) acquisition costs; (vii) purchase consideration accounted for as compensation expense; (viii) public offering costs; (ix) net interest forgiveness; (x) preferred share accretion; and (xi) other non-operating and non-recurring costs net of related tax effects. We believe Adjusted Net Income is a useful measure to assess the performance of our Company as it provides more meaningful operating results by excluding the effects of expenses that are not reflective of our underlying business performance and other one-time or non-recurring 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.

"**Gross profit**" is defined as revenue less cost of sales. Cost of sales includes product-related costs, labour costs, other operating costs such as rent, repair and maintenance costs, fixed fee trade cost and amortization. Our cost of sales may include different costs compared to other manufacturers and distributors in the Canadian consumer health industry. Management believes that gross profit is a useful measure in assessing the Company's underlying operating performance before sales, general, and administrative expenses and share-based compensation.

"**Gross profit margin**" is defined as gross profit divided by revenue.

For more information, including a reconciliation of these non-IFRS measures to the most directly comparable IFRS measures, see the management discussion and analysis of the Company for the most recently completed financial year.

CORPORATE STRUCTURE

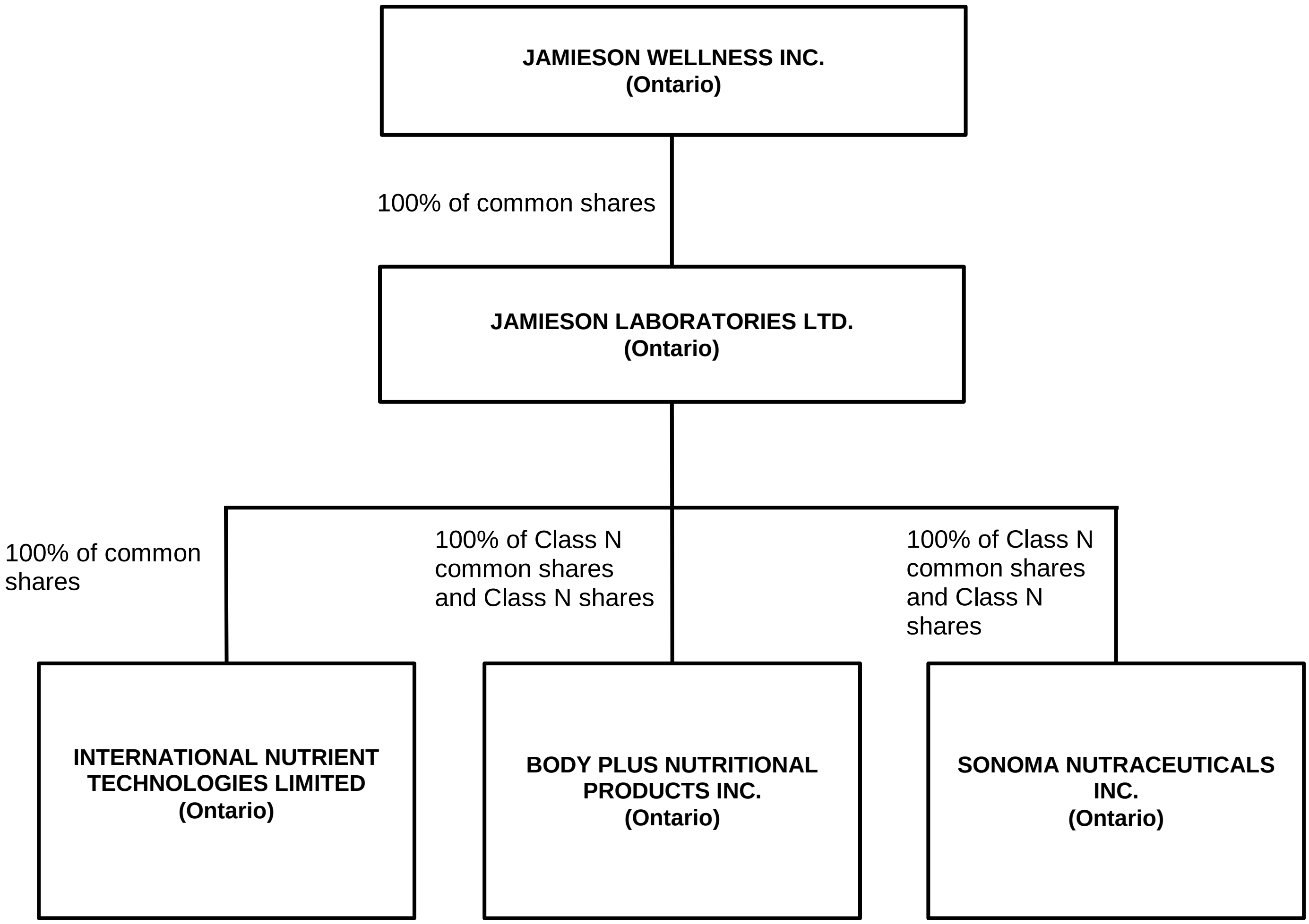
Name and Incorporation

The Jamieson business was founded in 1922. In 2014, Jamieson Intermediate Holdings S.à r.l ("**CCMP**"), an entity which was controlled by certain funds to which investment advisory services were provided by CCMP Capital Advisors, LP, acquired Jamieson. In connection with such acquisition, Jamieson Intermediate Holdings Ltd. was incorporated under the *Business Corporations Act* (British Columbia) on January 24, 2014. On May 4, 2017, our name was changed from "Jamieson Intermediate Holdings Ltd." to "Jamieson Wellness Inc.". Jamieson was continued under the *Business Corporations Act* (Ontario) on June 28, 2017.

Our head office is located at 2 St. Clair Avenue West, Toronto, Ontario M4V 1L5 and our registered office is 66 Wellington Street West, Suite 5300, Toronto, Ontario M5K 1E6.

Intercorporate Relationships

The following chart identifies each of our material, wholly-owned subsidiaries as of the date of this Annual Information Form (including jurisdiction of formation, incorporation or continuance of the various entities):



GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

Body Plus and Sonoma Acquisitions

On January 31, 2017, Jamieson Laboratories Ltd. ("**Jamieson Laboratories**") acquired 100% of the outstanding shares of each of Body Plus Nutritional Inc. ("**Body Plus**") and Sonoma Nutraceuticals Inc. ("**Sonoma**"), and, as a result, Body Plus and Sonoma have become wholly-owned subsidiaries of Jamieson Laboratories. Body Plus markets, develops and distributes premium quality sports nutrition products under the Progressive, Precision and Iron Vegan brands. Sonoma manufactures, develops and distributes sports nutrition products and supplements and also provides contract manufacturing services. In addition to expanding into a growing adjacent category within the consumer health industry, these acquisitions increased our presence in the health food store and other specialty retail channels, while expanding our research and development ("**R&D**") and manufacturing capabilities.

The Credit Agreement

On January 31, 2017, Jamieson Laboratories entered into a credit agreement with a syndicate of lenders (the "**Credit Agreement**"). The Credit Agreement is comprised of a revolving credit facility (the "**Revolving Credit Facility**") in the amount of $75.0 million (including a $10.0 million swingline facility) and a term loan facility (the "**Term Loan Facility**" and together with the Revolving Credit Facility, the "**Credit Facilities**") in the amount of $195.0 million, each maturing on January 31, 2021. The Credit Agreement provides an additional $60.0 million in availability upon the exercising of an accordion feature. The Term Loan Facility was advanced to finance Jamieson Laboratories' acquisitions of Body Plus and Sonoma and to pay related fees, costs and expenses and to refinance existing indebtedness of Jamieson Laboratories. As at December 31, 2017, the aggregate amount outstanding under the Credit Facilities was approximately $167.7 million ($30.0 million under the Revolving Credit Facility and $137.7 million under the Term Loan Facility) and the weighted average interest rate on the Credit Facilities was 4.5%.

Initial Public Offering

On July 7, 2017, we successfully completed our IPO. The Common Shares (as defined herein) are listed for trading on the Toronto Stock Exchange ("**TSX**") under the stock symbol "JWEL".

Prior to the closing of the IPO, we executed the following transactions (collectively, the "**Reorganization**"): (i) declared accrued and unpaid dividends on the then outstanding class A to V and class W preferred shares in an aggregate amount of $9.6 million, which dividends (net of Part XIII tax withholdings (the "**Dividend Tax Withholding**")) were satisfied through the issuance of promissory notes (the "**Dividend Notes**"); (ii) returned capital on the then outstanding class A to V preferred shares in the aggregate amount of $65.1 million, which return of capital was satisfied through the issuance of promissory notes (the "**ROC Notes**"); (iii) redeemed all of the then outstanding class W preferred shares in exchange for a note payable of $94.6 million (the "**Class W Promissory Note**"); and (iv) agreed to remit the Dividend Tax Withholding and tax payable on behalf of Jamieson Finco LP ("**Finco Tax Payable**") in the aggregate amount of $5.8 million.

Following the transactions described immediately above and also forming part of the Reorganization: (i) each of the holders of the then outstanding class A to V preferred shares converted their shares on a 1:1 basis into Common Shares of the Company ("**Common Shares**"); and (ii) the Company filed articles of amendment to split each common share into 20.81010939 Common Shares, add a new class of Preference Shares ("**Preference Shares**") and eliminate the class A common shares and class A to W preferred shares. In addition, the Company amended and restated its legacy option plan (the "**Legacy Option Plan**") and entered into option exchange agreements.

The IPO consisted of the offering to the public of 19,050,000 Common Shares consisting of a treasury issuance by the Company of 15,554,755 Common Shares and a secondary offering of 3,495,245 Common Shares by certain selling shareholders (the "**Selling Shareholders**"), including CCMP. The IPO price of $15.75 per Common Share resulted in net proceeds to the Company of $232.1 million and net proceeds to the Selling Shareholders of $52.2 million after underwriting commissions of $15.8 million. In addition, CCMP granted to the underwriters an over-allotment option (the "**Over-Allotment Option**") to purchase up to an additional 2,857,500 Common Shares from CCMP (or an affiliate) at an exercise price of $15.75. The Over-Allotment Option was fully exercised after the IPO and closed on July 14, 2017 and raised additional net proceeds of $42.6 million for an affiliate of CCMP after underwriting commissions of $2.4 million.

On July 7, 2017, the Company used a portion of the proceeds from the IPO to: (i) make a loan to Jamieson Laboratories, $50.0 million of which was used by Jamieson Laboratories on the same day to repay a portion of its Term Loan Facility; and (ii) pay the Dividend Notes, the ROC Notes, the Class W

Promissory Note, the Dividend Tax Withholding and the Finco Tax Payable, such that these obligations are no longer outstanding.

On July 7, 2017, the Company adopted a long-term incentive plan (the "**LTIP**"). In conjunction with the closing of the IPO, Options (as defined herein) to purchase 679,944 Common Shares were granted under the LTIP to Directors (as defined herein), officers and certain employees of the Company.

Also on July 7, 2017, after the closing of the IPO, CCMP transferred all of its Common Shares then remaining to its affiliate, CCMP Capital Investors III Aggregator (AV-3) Ltd. ("**CCMP Aggregator**"). On August 3, 2017, CCMP Aggregator transferred all of its Common Shares then remaining to its shareholders, including CCMP Capital Investors III (AV-3), L.P. ("**CCMP AV-3**") and CCMP Capital Investors III (AV-3) Employee, L.P. (together with CCMP AV-3, the "**CCMP Shareholders**") on a *pro rata* basis.

Secondary Offering

On October 18, 2017, a secondary offering ("**Secondary Offering**") by certain Shareholders (as defined herein) (including the CCMP Shareholders) of Common Shares was completed. Pursuant to the Secondary Offering, the CCMP Shareholders sold all of their Common Shares.

The Secondary Offering of 14,778,751 Common Shares, including 1,758,751 Common Shares which were sold by the CCMP Shareholders to the underwriters upon the exercise in full of the over-allotment, raised gross proceeds of $273.4 million for the selling Shareholders, at a price of $18.50 per Common Share. The Company did not receive any proceeds from the Secondary Offering. Underwriting fees were paid by the selling Shareholders, and other expenses related to the Secondary Offering of approximately $0.7 million were incurred and paid by the Company.

The closing of the Secondary Offering constituted a change in control event and, as a result, the remaining service-based options granted under the Legacy Option Plan vested (amounting to an aggregate of 852,314 options to purchase Common Shares ("**Options**")), resulting in an acceleration of expense of $1.0 million.

Outlook

In fiscal 2018, we expect revenue to range between $325.0 million and $335.0 million, Adjusted EBITDA to range between $67.0 million and $69.0 million and Adjusted Diluted Earnings per Share to range between $0.83 and $0.87. Revenue in the Jamieson Brands Segment (as defined herein) is expected to increase by 7% to 10% and be driven by growth in the innovation, international and base business. Revenue in the Strategic Partners Segment (as defined herein) is expected to grow between 6% and 12% due to strong consumer demand for our customer branded products. We also expect to incur certain non-recurring expenses related to the integration of our existing health food businesses, including the consolidation of our separate supply chain activities. The expected Adjusted EBITDA range for fiscal 2018 referred to above reflects the adding back of these expenses, which will impact net income. Our Adjusted Net Income for fiscal 2018 will also reflect the adding back of such expense on a tax-effected basis.

The foregoing financial outlook is based on the following assumptions for fiscal 2018, amongst others:

- the current exchange rate between the U.S. and Canadian dollar whereby U.S.$1.00 = $1.25;
- interest rates of 4.5% on borrowing plus our deferred financing fees;
- income tax rates of approximately 28% based on non-deductible stock compensation expenses and compensation costs related to the acquisition of Body Plus and Sonoma; and

- a fully diluted share count of approximately 39.8 million Common Shares.

The description of our 2018 financial outlook in this Annual Information Form is based on management's current views and strategies, our assumptions and expectations concerning our growth opportunities and our assessment of the opportunities for our business and the consumer health industry as a whole and the vitamins, minerals and supplements ("**VMS**") and sports nutrition segments of the consumer health industry in particular, and has been calculated using accounting policies that are generally consistent with our current accounting policies. The description of our 2018 outlook is forward-looking information for purposes of applicable securities laws in Canada and readers are therefore cautioned that actual results may vary from those described above. See "*Forward-Looking Information*" and "*Risk Factors*" for a reference to the risks and uncertainties that impact our business and that could cause actual results to vary.

DESCRIPTION OF THE BUSINESS

Overview

Our Vision: To improve the world's health and wellness.

Our Mission: Grow our trusted brands based on quality and innovation. Over time, combine organic brand growth and future acquisitions to become the world's most successful and trusted health and wellness company.

Our Values: Integrity, Transparency, Teamwork, Achieving Results, Entrepreneurship, External Focus.

Our Jamieson Brands Segment

We offer consumers a comprehensive and innovative line of branded VMS products and certain over-the-counter remedies through our Jamieson and LVHS brands, as well as sports nutrition products through our Progressive, Precision and Iron Vegan brands, all of which we refer to as our "Jamieson Brands" segment (the "**Jamieson Brands Segment**").

Our Jamieson Brands Segment portfolio includes the following suite of premium brands:

Jamieson™
NATURAL SOURCES
Since 1922

Jamieson is an iconic global VMS brand. Our comprehensive line of products provides consumers with a brand umbrella they know and trust for their daily needs including single vitamins, minerals, multivitamins, herbals and specialty supplements such as omega oils, probiotics and melatonin. Jamieson branded products are also among the most accessible and widely available VMS products in Canada, sold in approximately 10,000 retail stores across the food, drug, mass and club channels.

We invest in efficient advertising and brand development to create "top-of-mind" unaided brand awareness. Through a combination of in-store, television, print, radio, targeted online advertising and digital/social media campaigns, we believe Jamieson conveys a consistent message that our products are innovative, trustworthy and high-quality. Marketing messages are repeated frequently, with consistent elements with an emphasis on quality, purity and potency. We believe that our cumulative marketing investment over the years and the iconic status of the Jamieson brand represent a substantial competitive advantage in the Canadian VMS industry. We believe this strong brand equity is supported by our 95 year heritage and quality commitment through our 360 Pure program for the manufacture of our Jamieson branded products, which are standards for purity, safety and efficacy that we believe exceed industry standards. We plan to continue to leverage the strength and trust of the Jamieson brand to drive increased category penetration and expand into adjacent categories and new geographic markets through continued innovation and marketing.

LVHS a leading women's natural health-focused brand in Canada. With 61 stock keeping units ("**SKU**"), plus nine in the pipeline for 2018-2019, across categories such as hormone health, skin health, weight loss, minerals and protein, LVHS offers a trusted line of specialized and condition-specific vitamin and supplement products focused on women's health.

The LVHS brand was founded by Lorna Vanderhaeghe, an expert in natural health and wellness with over 30 years of experience in the industry. The brand was purchased by our Company in 2014. Lorna Vanderhaeghe remained with our Company as President, LVHS until December 31, 2017. Lorna Vanderhaeghe continues to partner with us as a consultant to lead LVHS' continued growth.

The LVHS brand was built on the principle of "women helping women". The brand employs not only traditional marketing strategies but has built a loyal consumer following through direct-to-consumer marketing via newsletters and webinars to its targeted opt-in subscribers, holding in person women's health seminars across Canada while empowering the entirely female LVHS salesforce to educate retail pharmacy and health professionals.

As the category leader in women's health, we believe the LVHS brand is ideally positioned to continue its expansion through distribution and innovation in Canada and penetrate new geographic markets while leveraging brand equity.

Progressive is a broad line of premium, specialized, professionally-formulated supplements targeted to consumers with healthy and active lifestyles. Progressive takes a holistic approach to address the nutritional requirements of the entire body and offers an innovative and comprehensive product portfolio spanning across several categories including super foods, vitamins and minerals, all-in-one formulas, fish oils, probiotics and protein and organic protein blends.

Progressive products are sold primarily through the health food store, specialty and online retail channels, although some Progressive products are also available in certain food and drug stores where the premium price point is suited to the surrounding demographics.

Progressive products are built on premium quality formulations using the latest research and scientific evidence. The Progressive brand enjoys an established 15-year history of consumer trust, enthusiastically supported by a devoted consumer base.

We plan to continue to grow and promote the Progressive brand through continued innovation, including product relaunches, reformulations and packaging improvements and increased marketing efforts.

Precision is a premium sports nutrition brand of highly specialized supplements professionally formulated to meet the physical goals and needs of amateur, semi-professional and professional athletes. This cutting-edge product portfolio includes weight gainers, all-natural whey and vegan protein powders, muscle building and repair supplements, and weight management solutions.

While Precision products are sold mainly through the health food store, specialty and online retail channels, some products are also available in certain food and drug stores where the premium price point is suited to the surrounding demographics.

Our Precision line of products enjoys an established 13-year history of consumer trust. It has recently been reformulated and redesigned and is differentiated by its high-quality ingredients. We plan to continue to expand Precision's consumer reach through new innovation, redesigned product packaging and marketing.

Iron Vegan is a premium sports nutrition brand of highly innovative supplements, professionally formulated for athletes and other consumers with an active lifestyle looking for a plant-based protein solution.

Iron Vegan products are sold through the health food store and speciality retail channels. Launched in May 2015, Iron Vegan has been well-received by our retail customers in Canada and its loyal customer base is expanding rapidly. Given its alignment with fast-growing consumer trends for certified vegan, organic, non-genetically modified and gluten-free products, we believe Iron Vegan is ideally positioned as an all-natural, plant-based sports nutrition solution tailored for discerning, ingredient-conscious consumers. We plan to build Iron Vegan's brand equity through continued investment and product innovation.

Our Strategic Partners Segment

In addition to our Jamieson Brands Segment, we also offer comprehensive manufacturing and product development services on a contract manufacturing basis to select blue-chip consumer health companies and retailers worldwide, which we refer to as our "Strategic Partners" segment (the "**Strategic Partners Segment**"). We selectively enter into strategic partnerships based on a set of criteria, which includes profitable growth, capacity, geography, purchasing and manufacturing synergies and the potential for creating mutually beneficial long-term relationships. We also offer value-added services to our Strategic Partners Segment customers, including regulatory advice, new product development and distribution services and industry insights. Our current Strategic Partners Segment customer portfolio includes several long-standing relationships of greater than 15 years.

Products

With our passion for R&D and product development, we have developed a market leading product portfolio of approximately 277 VMS products in our Jamieson branded line of products which address most VMS sub-categories. Our comprehensive line of products provides consumers with a brand umbrella they know and trust for their daily needs including single vitamins, minerals, multivitamins, herbals and specialty supplements such as omega oils, probiotics and melatonin. In 2017, there were 83 new products launched.

Jamieson develops, manufactures and markets under several brands an award-winning portfolio of natural products, using high-quality ingredients and proprietary formulations. Jamieson branded products are aimed at all consumers, while our LVHS and Body Plus brands (Progressive, Precision and Iron Vegan) are strategically targeted towards more focused segments of the market, including women (LVHS), healthy and active lifestyle enthusiasts (Progressive), amateur, semi-professional and professional athletes (Precision) and athletes and other consumers with an active lifestyle looking for a plant-based protein solution (Iron Vegan). The premium pricing of our products reflects the care and quality we invest in every product produced. Our extensive selection of products ranges from preventative care to specialized treatment to seasonal/periodic solutions.

As of December 31, 2017 there were approximately 277 SKUs under Jamieson and 317 SKUs under Progressive, Precision, Iron Vegan and LVHS combined, for a total of approximately 594 SKUs. Below is a summary of our product offerings:

Product Category	Select Products	Description
Single Vitamins		• Vitamins A, B, B Complex C, D and E • Various delivery forms including tablets, soft-gels, chewables, capsules, time release, strips, droplets, gummies and sprays
Specialty Supplements		• CoQ10, omega oils, digestive health, beauty and natural sleep aids • Advanced nutrition, women's and condition-specific formulations
Minerals		• Magnesium, potassium, calcium, iron and other minerals • Various delivery forms including tablets, drink mixes and timed-release
Herbals		• Broad range of ingredients including echinacea, ginseng and cranberry • Formulated to address a variety of health concerns including vision • Mood, liver health and immune support
Multivitamins		• A full lineup of multivitamins formulated specifically for different genders, ages and life stages • Includes the Jamieson 100% Complete line formulated to provide 100% of Health Canada's recommended daily vitamin intake • A variety of delivery formats including gummies, drink mixes, chewable tablets and powders
Sports Nutrition		• Protein, testosterone, fat-burning and performance supporting products for athletes and bodybuilders • Includes the Iron Vegan line of certified vegan protein products

Product Category	Select Products	Description
Cough and Cold		• Products to help fight colds and flu and shorten the duration of symptoms • Zinc lozenges in delicious flavours to help soothe a sore throat
Joint Care		• A variety of products to help prevent and manage joint pain • Includes products formulated with natural eggshell membrane, collagen and curcumin • Several glucosamine based formulas in delivery forms including drink mix, liquid, caplets and capsules
Weight Management		• Products that naturally support weight loss, formulated with natural ingredients such as green tea and conjugated linoleic acid

Product Innovation and Planning

We believe that product innovation is integral to our success and following our acquisition by CCMP in 2014, we increased our focus on innovation as a key pillar of our growth. We believe these changes have thus far accelerated our pace of innovation and allowed us to increase our speed to market with the introduction of new products, providing us with the ability to turn concept development into sales in as little as twelve weeks. Furthermore, in the past 20 years, we have developed over 2,000 individual formulations. We believe our pace of innovation and speed to market with the introduction of new products provide us with a competitive advantage within the space in which we compete. There are approximately 70-80 products in the pipeline for 2018 in various stages of development.

Our business is subject to changing consumer trends and preferences which is dependent, in part, on continued consumer interest in our new products, line extensions and reformulations. The success of new product offerings, enhancements, or reformulations depends upon a number of factors, including our ability to: (i) accurately anticipate customer needs; (ii) develop new products, line extensions or reformulations that meet these needs; (iii) successfully commercialize new products, line extensions and reformulations in a timely manner; (iv) price products competitively; (v) manufacture and deliver products in sufficient volumes and in a timely manner; (vi) differentiate product offerings from those of competitors; and (vii) maintain relationships with scientist- employees and consultants and members of our panel of consumer health industry experts, which we call the Jamieson Scientific Advisory Board, in order to benefit from their expertise and innovations.

Research and Development

We believe we have established world-class R&D and product development expertise. We employ an entrepreneurial, multidisciplinary, cross-functional and market-driven approach to product development, which allows us to maintain our market leadership and drive continued growth in our business. With input, support and direction from senior management, this collaborative process involves our group of dedicated scientists (in fields spanning chemistry, microbiology, nutrition and medicine), our brand marketing specialists and our sales team which provides real-time feedback from our retail partners. This collaborative and dynamic R&D process enables us to identify and quickly respond to market trends, allowing us to rapidly bring new products to market.

Consumer Trends

The Canadian consumer health industry is subject to shifts in consumer trends, preferences and consumer spending and our revenue and operating results depend, in part, on our ability to respond to such changes in a timely manner. As a result of our broad product scope and our strong innovation capabilities, we believe that we are well-positioned to respond to these shifts in consumer trends, preferences and consumer spending.

Our revenue is also impacted by consumer spending habits, including spending on our products, which are affected by many factors that are beyond our control, including, but not limited to, prevailing economic conditions, levels of employment, fuel prices, salaries and wages, the availability of consumer credit, and consumer perception of economic conditions.

Seasonality

Health and wellness is generally a year-round focus for our consumers. However, certain products, such as cold and cough remedies, experience significantly higher demand in fall and winter months. Further, sales of our Jamieson Brands Segment products in Canada, in particular our Jamieson and LVHS branded products, tend to be higher in the third and fourth quarters of our fiscal year with the third quarter having the second highest sales at 5-10% higher on average than the average of our first two quarters, and the fourth quarter having the highest sales at up to 5% higher on average than the third quarter.

Customers and Distribution Channels

We have long-standing and deeply entrenched customer relationships with Canada's top retailers across the food, drug, mass, club, health food store, specialty and online retail channels. We sell products through our knowledgeable retail partners and we are dependent on retail partners across all channels to display and present our products to customers, in their brick and mortar stores and on their online e-commerce sites. Our partners service customers by stocking and displaying our products, and, in certain health food and other specialty stores, explaining product attributes and health benefits. Our relationships with these retail customers are important for consumer trust in the brand and the advertising and educational programs we continue to deploy. Failure to maintain these relationships with retail partners or financial difficulties experienced by these retail partners could adversely affect our business.

A summary of our presence by channel is as follows:

Food

The Jamieson, LVHS, Progressive, Precision and Iron Vegan brands are sold through the food (grocery) channel. Jamieson branded products are among the most accessible and widely available VMS products in the food channel across Canada, and are carried by both national chains as well as independent and regional grocery stores. Jamieson products are intended to have mass-market consumer appeal. Products under the LVHS, Progressive, Precision and Iron Vegan brands are available in select highly targeted grocery stores where the surrounding demographics support their premium price point. As a pioneer in the VMS segment of the consumer health industry, we have built strong relationships with our food retail partners. We serve as a category leader for many of our retailers and we have long-standing relationships with Canada's top grocery operators, including Loblaws, Metro, Safeway and Sobeys.

Drug

The Jamieson, LVHS, Progressive, Precision and Iron Vegan brands are also sold through the drug store channel. Jamieson branded products are among the most accessible and widely available VMS products in this channel across Canada, and are carried by both national chains as well as independent and regional drug stores. Pharmacists continue to be a key influencer to consumers seeking nutritional advice and product recommendations. Jamieson focusses on maintaining strong relationships with pharmacists, including through targeted educational materials, training and merchandising programs. Products under the LVHS, Progressive, Precision and Iron Vegan brands are available in select drug stores where the surrounding demographics support their premium price point. We have long-standing relationships with leading Canadian drugstore chains, including Jean Coutu, Lawtons, London Drugs, Rexall and Shoppers Drug Mart.

Mass/Club

Our Jamieson brand is also sold through the mass/club channel. As part of our strategy, we do not sell our premium LVHS, Progressive, Precision and Iron Vegan brands through the mass/club channel. We have strong relationships with leading Canadian mass/club chains, including Walmart and Costco.

Health Food Store, Specialty and Online Retail

The Jamieson, LVHS, Progressive, Precision and Iron Vegan brands are also sold through the health food store, specialty and online retail channel. Our acquisition of Body Plus significantly increased our presence in this highly fragmented, high margin channel. This channel is the primary point of sale for our LVHS, Progressive, Precision and Iron Vegan brands, which target more health-conscious segments of the population. We believe consumers in this channel are willing to pay premium prices for more specialized formulations and products. Our domestic online sales are also included in this channel. Our health food store, specialty and online retail customers include GNC, Popeye's, Purity Life, well.ca and Amazon Canada.

International Distribution

Currently, we only sell products under the Jamieson brand internationally. We are in the process of introducing the LVHS, Progressive, Precision and Iron Vegan brands to our international distribution channel as we believe this is key to increasing their value. We sell our Jamieson products internationally through distribution arrangements covering 40 international markets outside of North America, including China, Hong Kong, Italy, Spain, Romania, Bulgaria, Jordan and Trinidad and Tobago. Under our international distribution arrangements, brand marketing is controlled and supervised by Jamieson. In each of the international markets we serve, we have registered our relevant trademarks and, under the terms of our distribution arrangements, our distribution partners license the right to use our intellectual property in the local jurisdiction.

Sourcing and Production

We have developed a strong, global supply chain based on long-standing relationships. The majority of our suppliers have had a relationship with us for over 10 years. We purchase our ingredients from nearly 200 high-quality raw material ingredient and packaging suppliers worldwide and potential suppliers are subject to a rigorous evaluation process by our quality assurance department. We are dependent on a stable and consistent supply of materials and inputs, including ingredients and packaging products. Although materials and inputs are generally available from multiple sources, certain materials and inputs are sourced from a restricted number of suppliers. In 2017, our top ten suppliers accounted for approximately 50% of our purchases. As is customary in the consumer health industry, we do not have long-term written contracts with most suppliers and often enter into one year contracts for raw materials at fixed prices to provide additional time to address price increases and mitigate margin erosion.

Manufacturing and Distribution

All of our manufacturing, quality control, R&D, warehousing/distribution and supply chain functions for our Jamieson branded products operate out of three high-quality, specialized facilities located in Windsor, Ontario. Our tablet and soft gel facilities are both licensed by Health Canada as a pharmaceutical manufacturer under the Canadian Health Products and Food Branch, which exceeds the regulatory requirements for natural health products as dictated by the *Natural Health Product Regulations*. We believe few supplement manufacturers in North America hold this distinction. In addition, we also hold a site license issued by the Natural and Non-prescription Health Products Directorate in accordance with the *Natural Health Product Regulations*. The LVHS business has its distribution centre and administrative offices in Burnaby, British Columbia and the Body Plus and Sonoma businesses have their manufacturing and distribution facility in Toronto, Ontario and a second distribution warehouse in Burnaby, British Columbia. For select products with lower volumes or which are not economically advantageous to manufacture ourselves, we outsource to third party manufacturers who meet our quality standards.

Competition

The market for VMS and sports nutrition products is highly competitive. Our direct competition consists of public and privately held companies, which tend to be highly fragmented in terms of both geographic market coverage and product categories. In many of our product categories, we compete not only with widely advertised branded products, but also with private-label products. Given our significant scale and broad product scope relative to our competition, our iconic brand status, our strong innovation capabilities and our high-quality manufacturing, we believe that we are well-positioned to capitalize on favorable long-term trends in the VMS and sports nutrition segments. The specialized knowledge, expertise, and certifications required for production of VMS and sports nutrition products, is generally a significant barrier to entry for new competitors. Internationally, our competition varies by market and we have a strategic approach to entering international markets, which includes evaluating certain factors in each market, such as competitiveness, pricing dynamics, growth potential, regulatory environment and the propensity to be attracted to foreign brands.

Regulation

In Canada and in the other jurisdictions in which we operate, we are subject to the laws and regulations applicable to any business engaged in formulation, production and distribution of consumer health products. This includes natural health product regulations, laws governing advertising, consumer protection regulations, environmental laws, laws governing the operation of warehouse facilities and labour and employment laws. We hold all required Health Canada site licenses, Canadian Food Inspection Agency certifications and import licenses for all of our manufacturing and distribution centres. Our products sold outside of Canada are subject to tariffs, treaties and various trade agreements as well as laws affecting the importation of consumer goods and we continuously monitor changes in these laws, regulations, treaties and agreements.

There is currently no uniform regulation applicable to natural health products worldwide and there has been an increasing movement in certain foreign markets to increase the regulation of natural health products. The adoption of new laws, regulations or other constraints or changes in the interpretations of such requirements may result in compliance costs or lead us to discontinue product sales and may have an adverse effect on the marketing of our products, resulting in loss of sales. We believe that Canadian regulations are amongst the most stringent worldwide and, as we currently operate in compliance with these high standards, increased regulation in foreign jurisdictions makes us uniquely positioned to grow sales in such jurisdictions.

Trademarks and Intellectual Property

We believe that our intellectual property has substantial value and has contributed significantly to the success of our business. We have developed and use registered trademarks in our business, particularly relating to our branding and product names and we own an extensive number of trademarks. Registration of a trademark enables the registered owner of the mark to bar the unauthorized use of the registered trademark in connection with a similar product in the same channels of trade by any third party in the respective country of registration. Our trademarks are valuable assets that reinforce the distinctiveness of our brand. The current registrations of these trademarks are effective for varying periods of time and may be renewed periodically, provided that we, as the registered owner, comply with all applicable renewal requirements including, where necessary, the continued use of the trademarks in connection with similar goods.

In addition to trademark protection, we have two patents pending in the U.S. and one in Canada, with a fourth "family" of applications under active development. Further, we own approximately 250 URL designations. We also rely on and carefully protect unpatented proprietary expertise, recipes and formulations, continuing innovation and other trade secrets to develop and maintain our competitive position in the VMS and sports nutrition segments of the consumer health industry.

Specialized Skill and Knowledge

The Company believes its success is largely dependent on the performance of its management and key employees, many of whom have specialized experience relating to our industry, products, regulatory environment, customers and business. The Company believes that it has adequate personnel with the specialized skills and knowledge to successfully carry out the Company's business and operations. See "*Risk Factors*" for a reference to the risks of losing such specialized skill and knowledge.

Employees

As of December 31, 2017, we had 801 employees. Of these employees, approximately 722 work under the Jamieson Brands Segment and 79 work under the Strategic Partners Segment, although some employees work across both segments.

RISK FACTORS

The risks described below may not be the only material risk factors facing Jamieson and holders of Common Shares ("**Shareholders**"). Additional risks not currently known to Jamieson or that it currently deems immaterial may also impair business operations. The business, financial condition, revenues or profitability of Jamieson could be materially adversely affected by any of these risks. The trading price of the Common Shares could decline due to any of these risks. This Annual Information Form contains forward-looking information that involves risks and uncertainties. Jamieson's actual results could differ materially from those anticipated in such forward-looking information as a result of certain factors, including the risks faced by the Company described below and elsewhere in this Annual Information Form. See "*Forward-Looking Information*".

Risk Factors Related to our Business and Industry

Our success depends upon the continued strength of our reputation and brands, and of the VMS and sports nutrition segments generally.

We believe that our reputation and brands are significant contributors to the success of our business. Any negative publicity about our products in particular, or VMS or sports nutrition products generally, or concerning any actual or purported failure by us to meet high-quality standards or comply with applicable laws and regulations could do significant damage to our reputation and brands and could harm our financial condition and operating results. As we expand into new geographical markets, maintaining and enhancing our brands may become increasingly difficult and expensive, as consumers in these markets may not be familiar with or value our brands. Failure to maintain and enhance our brands in any of our markets may materially and adversely affect our business, results of operations or financial condition.

Our brands and branded products could also be adversely affected by incidents that reflect negatively on us. Moreover, the negative impacts of these events may be aggravated as the perceptions of consumers and others are formed based on modern communication and social media tools over which we have no control. The increasing use of social media has especially heightened the need for reputational risk management procedures. Any actions we take that cause negative public opinion have the potential to negatively impact our reputation, which may materially adversely affect our business, results of operations or financial condition.

Adverse publicity, such as negative media about the VMS and sports nutrition segments generally or about specific types of products within such segments, whether or not accurate, resulting from individuals' use or misuse of our products or new scientific research findings about such products, that associates consumption of our products or any similar products with illness or other adverse effects, questions the benefits of our or similar products or claims that any such products are ineffective, inappropriately labelled or have inaccurate instructions as to their use, could negatively impact our reputation or the market demand for our products.

There may be claims made against us from time to time, including with respect to the intended health effects of our products, that could result in litigation, distract management from our business activities and result in significant liability or damage to our brand. We may also experience product recalls.

As a growing company with expanding operations, we increasingly face the risk of litigation and other claims against us. Litigation and other claims may arise in the ordinary course of our business and, in addition to product-oriented allegations and personal injury claims, include employee and customer claims, commercial disputes, landlord-tenant disputes and intellectual property issues. These claims can raise complex factual and legal issues that are subject to risks and uncertainties and could require significant management time. Litigation and other claims against us, even if we are ultimately successful, could result in unexpected expenses and liabilities, which could materially adversely affect our operations and our reputation.

Our products consist of vitamins, minerals, herbs and other ingredients that are classified as foods or dietary supplements and are not subject to pre-market regulatory approval in certain jurisdictions. Although many of the ingredients in our products are vitamins, minerals, herbs and other substances for which there is a long history of human consumption, our products contain certain innovative ingredients or combinations of ingredients. Although we believe all of such products and the combinations of ingredients in them are safe when taken as we direct, there is little long-term experience with human or other animal consumption of certain of these ingredients or combinations thereof in concentrated form and previously unknown adverse reactions resulting from human consumption of these ingredients in such form could occur. The products could also have certain side effects if not taken as directed or if taken by a consumer that has certain medical conditions. Such product-related risks, exacerbated by the difficulty with which consumers can isolate our products' negative or positive effects on health, could lead to claims or litigation which could negatively affect our business' financial condition, reputation and results of operations.

We may be subject to material product-related claims if people are harmed by or otherwise take issue with the products we sell, which could increase our costs and adversely affect our reputation, revenues and operating income. Some of the products we sell, distribute or manufacture may expose us to product liability claims relating to personal injury, death, or environmental or property damage, and may require product recalls or other actions.

We may initiate or participate in product recalls, withdrawals or seizures if any of our products are believed to cause injury or illness or if we are alleged to have violated governmental regulations in the labelling, promotion, sale or distribution of our products in one or more jurisdictions. A significant product recall, withdrawal or seizure may require significant management attention, would likely result in substantial and unexpected costs and may materially and adversely affect our business, financial condition and results of operations. Product recalls may lead to increased scrutiny of our operations by Health Canada or other regulatory agencies, requiring further management attention and potential legal fees and other expenses. Furthermore, a significant product recall, withdrawal or seizure may adversely affect consumer confidence in our Jamieson Brands Segment products or in the products we manufacture for our Strategic Partners Segment customers and thus decrease consumer demand for our products. If products offered for sale by us do not comply with applicable regulatory and legal requirements in a particular country, we may be prohibited from marketing and selling such products in that country and may be required to recall or remove such products from the market and may face lawsuits related to any alleged non-compliance, which in certain cases could materially and adversely affect our business, financial condition and results of operation.

In addition to manufacturing, we also offer regulatory, new product development and distribution services to our Strategic Partners Segment customers. Our litigation risk extends to these services and any legal incident may jeopardize our strategic partnerships going forward.

Although we maintain liability insurance to mitigate potential claims, we cannot be certain that our coverage will be adequate for liabilities actually incurred or that insurance will continue to be available on economically reasonable terms or at all.

Because we manufacture a significant amount of the products we sell, disruptions in our manufacturing facilities or losses of our site licenses and other qualifications could adversely affect our sales and customer relationships.

We are dependent on the uninterrupted and efficient operations of our three manufacturing facilities and our four distribution facilities. Any significant disruption in our operations at any of our manufacturing or distribution facilities for any reason, including as a result of equipment failures, natural disasters, fires, accidents, work stoppages, power outages, failure of software and hardware or other system failures, shipping problems or other reasons, could disrupt our supply of products to our customers and adversely affect our sales and customer relationships, which could materially adversely affect our business, financial condition or results of operations. Lost sales or increased costs that we may experience during a disruption of operations may not be recoverable under our insurance policies. Additionally, our ability to meet demand for our products, or to supply our customers during a significant disruption, would be dependent on our ability to secure and maintain appropriate third party manufacturing or supply arrangements. There is no assurance that we would be able to maintain such manufacturing or supply arrangements on terms favourable to us, or at all. Should we fail to maintain such arrangements or to replace them on terms favourable to us, our business, financial condition and operations would be negatively impacted. In addition, any failure to comply with recommendations or requirements arising from inspections by Health Canada or other regulatory requirements could also have an impact on our ability to continue operating under our various licenses.

Our success depends on our ability to continue to enhance products and develop new products.

Our business is subject to changing consumer trends and preferences and our business is dependent, in part, on continued consumer interest in our new products, including line extensions, reformulations, new formulations and new formats. There can be no assurance that consumers will accept any such new products or that we will be able to attain sufficient market share for these products. The success of our new product offerings depends upon a number of factors, including our ability to: (i) accurately anticipate customer needs; (ii) develop new products that meet these needs; (iii) successfully commercialize new products in a timely manner; (iv) price our products competitively; (v) manufacture and deliver our products in sufficient volumes and in a timely manner; (vi) differentiate our product offerings from those of our competitors; and (vii) maintain relationships with our scientist-employees and consultants and members of the Jamieson Scientific Advisory Board in order to benefit from their expertise and innovations.

The new products of our competitors may beat our products to market, be more potent or effective, have more features or be less expensive than our products. They may obtain better market acceptance than our products or render our products obsolete. If we do not introduce new products to meet the changing needs and tastes of consumers in a timely manner and more effectively than our competitors, we may experience declining sales, which could have an adverse effect on our operating results.

Additionally, the development and introduction of new products may require substantial research, development and marketing expenditures, which we may be unable to recoup if new products do not gain widespread market acceptance or if the market for such products does not develop as expected. Efforts to accelerate our innovation capabilities may exacerbate risks associated with innovation. If we are unsuccessful in meeting our objectives with respect to new products, our business' financial condition, reputation and results of operations could be harmed.

We may experience difficulty maintaining consistent revenue as a result of fluctuations in demand due to the buying patterns of our customers.

From time to time, the retailer and distributor customers in our Jamieson Brands Segment or the customers of our Strategic Partners Segment may purchase more product than they expect to sell to consumers during a particular time period. Such customers may grow their inventory in anticipation of, or during, our promotional events, which typically provide for reduced prices during a specified time or other customer incentives. Such customers may also grow inventory in anticipation of a price increase for our products, or otherwise over-order our products as a result of overestimating demand for our products. If our partners increase their inventory during a particular reporting period as a result of a promotional event, anticipated price increase or otherwise, then sales during the subsequent reporting period may be adversely impacted as our partners seek to reduce their inventory to more normal levels. This effect may be particularly pronounced when the promotional event, price increase or other event occurs near the end or beginning of a reporting period or when there are changes in the timing of a promotional event, price increase or similar event, as compared to the prior year. We endeavour to accurately predict these trends and avoid overstocking or understocking our products. Demand for products, however, can change significantly between the time inventory or ingredients are ordered and the date of sale. To the extent our customers seek to reduce their usual or customary inventory levels or change their practices regarding purchases in excess of consumer consumption, our inventory management, revenue and results of operations may be adversely affected in that period.

Loss of business or relationships with our Strategic Partners Segment customers could impact our results, as could the increased production and sale of private-label competitive products by retailers to whom we currently sell our products.

A portion of our business is providing products and services on a contract manufacturing basis and certain related value-added services to our Strategic Partners Segment customers. Should we lose business or our relationships with such customers otherwise deteriorate, our results could be impacted.

In recent years, retailers have been increasing the development of their own private-label products that directly compete with the products of their other suppliers, including ours. Some of our retailers sell private-label products designed, manufactured and branded by the retailers themselves. These retailers may sell their private-label products at prices lower than comparable products sold by us, and, particularly in the event of strong sales of private-label products, may elect to reduce their purchases of our branded products. In some cases, our retailers who sell these private-label products are larger than us and have substantially more resources. An increase in the sale of private-label products by our retailers could have a material adverse effect on our business, financial condition and performance.

We may experience difficulties in maintaining or expanding our sales in our current and targeted international markets and our international sales expose us to risks and expenses inherent in operating or selling products in foreign jurisdictions, and developing and emerging markets in particular, where the risks may be heightened.

Our products are sold in 40 countries under international distribution arrangements. Furthermore, as is customary in the VMS and sports nutrition segments, we generally only have medium-term contracts of approximately three years, with most of our international distributors. There can be no assurance that we will be able, in the future, to continue to transact with such international distributors or any other similar distributor on favourable terms or at all. Our sales outside Canada represented 7.9%, 9.7%, and 8.7% of our total Jamieson Brands Segment sales for fiscal 2017, fiscal 2016 and fiscal 2015, respectively, and we intend to continue to expand our international business. Growth opportunities include international markets such as Eastern Europe, the Middle East and Asia. International markets have been, and will continue to be, a focus for sales growth, and over time we intend for international sales to comprise a larger percentage of our total sales. Several factors, including weakened economic conditions in any of our international markets, could adversely affect such growth.

Additionally, our entry into new international markets requires management attention and financial resources that would otherwise be spent on other parts of our business. Some of the countries in which we sell our products, or otherwise have an international presence, are to some degree subject to political, economic and/or social instability. Our international sales expose us to risks and expenses inherent in operating or selling products in foreign jurisdictions, and developing and emerging markets in particular where the risks may be heightened. These risks and expenses include:

- adverse currency exchange rate fluctuations, as all of our international sales are denominated in U.S. dollars;
- risks associated with complying with laws and regulations in the countries in which our products are sold, such as requirements to apply for and obtain licenses, permits or other approvals for our products, and the delays associated with obtaining such licenses, permits or other approvals;
- the costs of adapting our products for sale in foreign countries, including to change our formulations, formats, labelling or packaging;
- multiple, changing, and often inconsistent enforcement of laws, rules and regulations, including regulations and standards relating to consumer health products;
- risks associated with the reliance on our international distributors, including the possible failure of our international distributors to appropriately understand, represent and effectively market and sell our products;
- damage to our reputation or brand if counterfeit versions of our products are introduced into our international markets;
- the imposition of additional foreign governmental controls or regulations, new or enhanced trade restrictions or non-tariff barriers to trade, or restrictions on the activities of foreign agents, representatives, and distributors;
- increases in taxes, tariffs, customs and duties, or costs associated with compliance with import and export licensing and other compliance requirements;
- the imposition of restrictions on currency conversion or the transfer of funds or limitations on our ability to repatriate non-Canadian earnings in a tax effective manner;
- the imposition of Canadian and/or international sanctions against a country, company, person or entity with whom we do business that would restrict or prohibit our continued business with the sanctioned country, company, person or entity;
- downward pricing pressure on our products in our international markets, due to competitive factors or otherwise;
- laws and business practices favouring local companies;
- political, social or economic unrest or instability;
- greater risk on credit terms, longer payment cycles and difficulties in enforcing agreements and collecting receivables through certain foreign legal systems;
- difficulties in enforcing or defending intellectual property rights; and

- the effect of disruptions caused by severe weather, natural disasters, outbreak of disease or other events that make travel to a particular region less attractive or more difficult.

Our international efforts may not produce desired levels of sales. Furthermore, our experience with selling products in our current international markets may not be relevant or may not necessarily translate into favourable results if we sell in other international markets. If and when we enter into new markets in the future, we may experience different competitive conditions, less familiarity with our brands and/or different consumer tastes and discretionary spending patterns. As a result, we may be less successful than expected in expanding our sales in our current and targeted international markets. Sales into new international markets may take longer to ramp up and reach expected sales and profit levels, or may never do so, thereby affecting our overall growth and profitability. To build brand awareness in these new markets, we may need to make greater investments in advertising and promotional activity than originally planned, which could negatively impact the profitability of our sales in those markets. These or one or more of the factors listed above may harm our business, results of operations or financial condition. Any material decrease in our international sales or profitability could also adversely impact our business, results of operations or financial condition.

Furthermore, some of our operations and sales are conducted in parts of the world that experience corruption to some degree. Although we have policies and procedures in place designed to promote legal and regulatory compliance, our employees, distributors and consultants could take actions that violate applicable anti-corruption laws or regulations. Violations of these laws, or allegations of such violations, could have a material adverse effect on our business, results of operations or financial position.

Our success is linked to the size and growth rate of the VMS and sports nutrition segments of the consumer health industry and an adverse change in the size or growth rate of either such segments could have a material adverse effect on us.

While we operate in various segments of the consumer health industry, the success of our growth strategy is primarily tied to the size and growth rate of the VMS and sports nutrition segments. Our VMS and sports nutrition sales data is collected for most, but not all channels, and as a result, it is difficult to estimate the size of the market and predict the rate at which the market for our products will grow, if at all. Furthermore, underlying market conditions are subject to change based on economic conditions, consumer preferences and other factors that are beyond our control, including media attention and scientific research, which may be positive or negative. An adverse change in size or growth rate of the VMS and/or sports nutrition segments could have a material adverse effect on our business, financial condition and results of operations.

We may not be able to successfully implement our growth strategy on a timely basis or at all.

Our future success depends, in part, on our ability to implement our growth strategy, including (i) product innovations within existing categories and growth into adjacent categories and continued growth of existing products in existing categories; (ii) further penetration into international markets and new geographies; (iii) growth in our Strategic Partners Segment; and (iv) in support of our profitability targets, improvements in our operating income, gross profit and Adjusted EBITDA margins. Our ability to implement this growth strategy depends, among other things, on our ability to:

- develop new products and product line extensions that appeal to consumers and will be supported by retailers and distributors;

- maintain and expand brand loyalty and brand recognition by effectively implementing our marketing strategy and advertising initiatives;

- maintain and improve our competitive position with our existing and newly acquired brands in the channels in which we compete;

- identify and successfully enter and market our products in new geographic markets and market segments and categories;

- enter into successful distribution arrangements with international distributors and retailers of our products;

- maintain and, to the extent necessary, improve our high standards for product quality, safety and integrity;

- successfully and efficiently scale up operations in our manufacturing and distribution processes to buoy improvements in our operating income, gross profit and Adjusted EBITDA margins;

- maintain sources for the required supply of quality raw ingredients to meet our growing demand; and

- respond to and profit from trends in the VMS and sports nutrition segments, including the health and wellness mega-trend, an aging population, an increased demand from consumers for scientific support and quality assurance, rising demand for protein in nutritional supplements, increasing regulatory and quality standards and demand in emerging markets.

We may not be able to successfully implement our growth strategy and reach our revenue and profitability improvement targets. We may need to change our strategy. If we fail to implement our growth strategy or if we invest resources in a growth strategy that ultimately proves unsuccessful, our business, financial condition and results of operations may be materially adversely affected.

If we lose the services of members of our management team, scientists or employees who possess specialized market or regulatory knowledge and technical skills, our ability to compete, to manage our operations, or to develop new successful products could be compromised.

Many of our senior executives have specialized experience relating to our industry, products, regulatory environment, customers and business. The loss of one or more members of our senior management team could result in the loss of technical knowledge, management expertise and knowledge of our operations, and could result in a diversion of management resources away from our business, as the remaining members of management would need to cover the duties of any senior executive who leaves us and would need to spend time usually reserved for managing our business to search for, hire and integrate new members of management. The loss of some or all of our senior executives could negatively affect our ability to develop and execute on our business strategy, which could materially adversely affect our business, results of operations or financial condition.

Our team of R&D scientists, as well as our relationships with external scientist consultants, has been a critical aspect of our product development capabilities. Many of our ideas for new products have been sourced from our internal team of research scientists and external scientist consultants. Going forward, we also expect the Jamieson Scientific Advisory Board to provide us with insight and guidance regarding new innovations and collaborate with us on product development. If we fail to maintain existing relationships with our scientist- employees, consultants and Jamieson Scientific Advisory Board members, if we fail to build new relationships within the scientific community or if we experience an adverse change in the perception of us among the scientific community, this could adversely impact our ability to introduce new, innovative brands and products, which in turn could materially and adversely harm our business, financial condition and performance.

In addition, our success depends to a large extent upon our ability to retain skilled employees, including brand marketing personnel, sales team members, and our regulatory and quality control specialists. There is intense competition for qualified and skilled employees, and our failure to recruit, train and retain such employees could have a material adverse effect on our business, results of operations or financial condition. In addition, to implement and execute on our business and growth strategies, we must continue to enhance our innovation capabilities, operational effectiveness and efficiency and continue to attract, train, motivate and manage our employees. If we are not successful in doing so, this may have a material adverse effect on our business, results of operations and financial condition.

We operate in a competitive industry. Our failure to compete effectively could adversely affect our market share, revenues and growth prospects.

We compete for sales with heavily advertised national and local brands, including those manufactured by large pharmaceutical and food companies, as well as other retailers. Our success depends in part upon our ability to persuade consumers to purchase our Jamieson Brands Segment products, which generally command a price premium as compared to prices of competitive products. Competitive products are often priced lower than ours and even if we do not increase prices, consumers or retail partners may choose to purchase such products instead of ours, based on the fact that such products cost less and the lack of instant feedback makes it difficult to confirm the quality or superiority of our products. In addition, as some products become more mainstream, our products may experience increased price competition as more participants enter the market. We may not be able to compete effectively and our attempts to do so may require us to reduce our prices, which may result in lower margins. In addition, our retail partners, distributors or Strategic Partners Segment partners may pressure us to rescind price increases that we have announced or already implemented, whether through a change in list price or increased promotional activity. A shift in consumer behavior towards increased purchases of VMS or sports nutrition products through e-commerce platforms could also increase price competition and limit our ability to compete effectively. Failure to effectively compete could adversely affect our market share, revenues and growth prospects.

Our suppliers and sources for materials and inputs may fail to support our demand and increasing raw material costs could adversely affect our margins.

In carrying out our operations, we are dependent on a stable and consistent supply of raw materials and other inputs, including ingredients and packaging products. Although most of our raw materials and other inputs are generally available from multiple sources, certain of our raw materials and other inputs, for example Vitamin C, are sourced and controlled by a limited number of suppliers.

We source materials and inputs from our suppliers on an ongoing basis at negotiated prices. As is customary in the VMS and sports nutrition segments, we generally do not have long-term contracts with our suppliers. Instead, we often enter into one year contracts for raw materials and other inputs at fixed prices to provide us with time to address price increases and mitigate impact on our margins. Certain of the raw materials and other inputs for our products are commodities that may experience price volatility due to changing supply and demand conditions, especially if they are sourced and controlled by a limited number of suppliers, for example, Vitamin C. In addition, increasing regulatory requirements and standards with respect to VMS and sports nutrition segment products in international jurisdictions may make it more difficult or costly for certain manufacturers and sources of raw materials and other inputs that we rely on to produce those raw materials and other inputs. This may affect the availability and the speed with which such raw materials and other inputs may be produced.

Although we believe our current arrangements for the supply of raw materials and other inputs are adequate to cover existing demand and anticipated growth, there can be no assurance that our suppliers will be able to meet our demand, especially if our business experiences significant growth. Furthermore, there also can be no assurance that we will be able, in the future, to continue to purchase raw materials and other inputs from our current suppliers or any other suppliers on favourable terms or at all. If we experience supply issues or price increases with certain of our raw materials or other inputs, we may not be able to reformulate our products so as to avoid using those raw materials or other inputs or successfully pass along price increases to our Jamieson Brands Segment or Strategic Partners Segment customers. An interruption in the availability of certain raw materials or other inputs, or significant increases in the prices paid by us for them, could have a material adverse effect on our business, financial condition, liquidity and operating results.

Our third party manufacturers may fail to support our demand.

Certain of our products are manufactured by third party manufacturers in Canada and in certain foreign countries. There can be no assurance that our third party manufacturers will continue to reliably manufacture products for us at the levels of quality or in the quantities we require. As is customary in our industry, we generally do not have written agreements with our third party manufacturers.

In the event that any of our third party manufacturers were to become unable or unwilling to continue to provide us with products in required volumes and at suitable quality levels, we would be required to identify and use acceptable replacement third party manufacturers. There is no assurance that we would be able to obtain alternative manufacturing sources on a timely basis.

An extended interruption in the supply of products from our third party manufacturers would result in a loss of sales. In addition, any actual or perceived degradation of product quality as a result of our reliance on third party manufacturers may have an adverse effect on our sales and operating results.

We may engage in acquisitions, mergers, or dispositions, which may affect the profit, revenues, profit margins or other aspects of our business and we may not realize the anticipated benefits of future acquisitions, mergers or dispositions to the degree anticipated.

We will continue to pursue strategic acquisitions as they enable us to further broaden and diversify our product offerings, and leverage our current manufacturing and distribution facilities for new products. We expect that in the future we will further expand our operations, brands, and product offerings through the acquisition of additional businesses, products or technologies. However, we may not be able to identify suitable acquisition targets and our ability to efficiently integrate large acquisitions may be limited by our lack of experience with them. If we are able to identify suitable targets, we may not be able to acquire these targets on acceptable terms. Also, we may not be able to integrate or profitably manage acquired businesses and may experience substantial expenses, delays or other operational or financial problems associated with the integration of acquired businesses. We may also face substantial expenses, delays or other operational or financial problems if we are unable to sustain the distribution channels and other relationships currently in place at an acquired business. The businesses, products, brands or properties we acquire may not achieve or maintain popularity with consumers, and other anticipated benefits may not be realized immediately or at all. Further, integration of an acquired business may divert the attention of our management from our core business. In cases where we acquire businesses that have key talented individuals, we cannot be certain that those persons will continue to work for us after the acquisition or that they will continue to develop popular and profitable products. Loss of such individuals could materially and adversely affect the value of businesses that we acquire.

Acquisitions also entail numerous other risks, including but not limited to:

- unanticipated costs and liabilities;
- inability to enforce remedies for liabilities covered by vendor representations or warranties;
- adverse effects on our existing business relationships with our suppliers and customers;
- risk of entering markets in which we have limited or no prior experience;
- amortizing any acquired intangible assets; and
- difficulties in maintaining uniform standards, procedures, controls and policies.

Some or all of the foregoing risks could have a material adverse effect on our business, financial condition and performance. In addition, any businesses, products or technologies we may acquire may not achieve anticipated revenues or income and we may not be able to achieve cost savings and other benefits that we would hope to achieve with an acquisition.

Acquisitions could also consume a substantial portion of our available cash, could result in incurring substantial debt which may not be available on favourable terms, and could result in our assumption of contingent liabilities. In addition, if the business, product or technologies we acquire are unsuccessful it would likely result in the incurrence of a write-down of such acquired assets, that could adversely affect our financial performance. Our failure to manage our acquisition strategy could have a material adverse effect on our business, financial condition and performance.

We may not be able to generate sufficient cash flow or raise capital on acceptable terms to meet our future needs.

Our ability to fund any expenditures that may be required for our growth plans, and in particular our planned mergers and acquisitions ("**M&A**") driven growth opportunities, will depend on our ability to generate cash in the future. Our capital requirements may vary materially from those currently planned if, for example, our revenues do not reach expected levels or we have to incur unforeseen capital expenditures and make investments to maintain our competitive position. If we do not achieve the levels of profitability or generate the amount of cash that we anticipate or if we expand faster than anticipated, we may need to seek additional debt or equity financing to operate and expand our business. Our inability to raise capital could impede our growth or otherwise require us to forego growth opportunities and could materially adversely affect our business, financial condition and results of operations.

We have, and may continue to have and incur, a significant amount of indebtedness and there can be no assurance of consistent or favourable interest rates or that we will be able to pay our indebtedness as it becomes due.

We have, and may continue to have and incur, a significant amount of indebtedness, including substantial fixed obligations under the Credit Facilities, and as a result of challenging economic or other conditions affecting us, we may incur greater levels of indebtedness than currently exist. The amount of indebtedness that we currently have and which we may incur in the future could have a material adverse effect on our business, results of operations or financial condition, for example, by (i) limiting our ability to obtain additional financing, (ii) requiring us to dedicate a substantial portion of our cash flow generated from operations to payments on our indebtedness, thereby reducing the funds available for other purposes, (iii) making us more vulnerable to economic downturns, and (iv) limiting our flexibility in planning for, or reacting to, competitive pressures or changes in our business environment.

Our ability to make scheduled payments under our indebtedness will depend on, among other things, our future operating performance and our ability to refinance our indebtedness, if necessary. In addition, as we incur indebtedness which bears interest at fluctuating interest rates, to the extent that these interest rates increase, our interest expense will increase. There can be no assurance that we will be able to generate sufficient cash from our operations to pay our debts and other financing obligations. Each of these factors is, to a large extent, subject to economic, financial, competitive, regulatory, operational and other factors, many of which are beyond our control.

Covenants contained in the Credit Agreement affect and, in some cases, significantly limit or prohibit the manner in which we operate our business.

The Credit Agreement contains certain covenants which affect and, in some cases, significantly limit, among other things, the activities in which we may engage, our ability to incur debt, grant a security interest in our assets, engage in lines of business different from our own and pay dividends or make other distributions if we do not meet a stipulated leverage ratio.

A failure to comply with such contractual obligations or to pay amounts due under the Credit Agreement could result in an acceleration of the debt incurred under such agreement, a termination of the commitments made thereunder, as well as an exercise of remedies provided therein by our creditors. In such a situation, we may not be able to repay the accelerated indebtedness, fulfill our obligations under certain contracts or otherwise cover our fixed costs, which could result in a material adverse effect on our business, results of operations or financial condition.

We may be adversely affected by currency exchange rate fluctuations.

We are subject to currency exchange rate risks. For instance, with respect to our sales in Canada, we purchase some of our raw materials and other inputs in U.S. dollars and sell our products in Canada in Canadian dollars. We manage our net exposure to U.S.-Canadian currency exchange rates with foreign exchange hedging contracts. Our financial results are also impacted by fluctuations in the U.S.-Canadian dollar exchange rate, as we sell our products internationally in U.S. dollars and report our financial results in Canadian dollars. As it relates to our international sales, we partially benefit from a natural currency hedge because we purchase some of our raw materials and inputs in U.S. dollars and sell our products internationally in U.S. dollars. We do not have foreign exchange hedging contracts in place with respect to all currencies in which we currently do business but may, from time to time, enter into additional foreign exchange hedging contracts in respect of other foreign currencies. Currency hedging entails a risk of illiquidity and, to the extent the applicable foreign currency depreciates or appreciates (depending on the direction of the hedge) against the Canadian dollar, the use of hedges could result in losses greater than if the hedging had not been used. Also, hedging arrangements may have the effect of limiting or reducing the total returns to us if management's expectations concerning future events or market conditions prove to be incorrect, in which case the costs associated with the hedging strategies may outweigh their benefits. There can be no assurance that our hedging strategies, if any, will be effective in the future or that we will be able to enter into foreign exchange hedging contracts on satisfactory terms.

Compliance with changes in legal, regulatory and industry standards may adversely affect our business.

In both Canada and in our international markets, the formulation, manufacturing, packaging, labelling, handling, distribution, importation, exportation, licensing, sale and storage of our products are affected by extensive laws, governmental regulations, administrative determinations, court decisions and similar constraints. Such laws, regulations and other constraints may exist at the federal, provincial or local levels in Canada and at all levels of government in foreign jurisdictions. There is currently no uniform regulation applicable to natural health products worldwide. There can be no assurance that we are in compliance with all of these laws, regulations and other constraints. Our failure to comply with these laws, regulations and other constraints or new laws, regulations or constraints could lead to the imposition of significant penalties or claims and could negatively impact our business. In addition, the adoption of new laws, regulations or other constraints or changes in the interpretations of such requirements may result in significant compliance costs or lead us to discontinue product sales and may have an adverse effect on the marketing of our products, resulting in significant loss of sales. The introduction of new environmental laws affecting the size or materials composition of our packaging could impact the visibility of our products on the display shelves of our retail partners, resulting in significant loss of sales.

In Canada, natural health products are regulated under the *Natural Health Products Regulations* of the *Food and Drugs Act* (Canada) and Health Canada is in the process of assessing stakeholders' consultations held in 2017 that may result in the updating of the *Natural Health Products Regulations*. If such changes result in less stringent rules in Canada, there is a risk this may result in new entrants to the consumer health industry in Canada and thus greater overall competition in our industry. Failure to effectively compete with any new entrants could adversely affect our market share, revenues and growth prospects. If the rules become more stringent, there may be additional cost of compliance to be incurred.

Governmental regulations in countries where we plan to commence or expand operations may prevent or delay entry into those markets or require us to incur additional costs. In addition, our ability to sustain satisfactory levels of sales in our existing markets is dependent in significant part on our ability to introduce additional products into such markets. However, governmental regulations in our existing markets, both domestic and international, can also delay or prevent the introduction, or require the reformulation or withdrawal, of certain of our products. Further, such regulatory action, whether or not it results in a final determination adverse to us, could create negative publicity, with detrimental effects on sales.

There has been an increasing movement in certain foreign markets to increase the regulation of natural health products, which will impose additional restrictions or requirements. In addition, there has been increased regulatory scrutiny of nutritional supplements and marketing claims under existing and new regulations. Although we believe our products are prepared for these changes, having a long history of adhering to or exceeding Health Canada's strict standards and our own internal controls, such anticipated regulatory and standards changes may introduce some risk and harm our operations if our products or advertising activities are found to violate existing or new regulations or if we are not able to affect necessary changes to our products in a timely and efficient manner to respond to new regulations.

Our products have a limited shelf life.

We hold finished goods in inventory and our products have a limited shelf life, as it is normal for certain vitamins and other ingredients to degrade over time. Our inventory may reach its expiration date and not be sold. Even though we manage our inventory, we may be required to write-down the value of any inventory that has reached its expiration date, which could have a material adverse effect on our business, financial condition, and results of operations.

If we are unable to protect our intellectual property rights, specifically our trademarks and trade secrets, our ability to compete could be negatively impacted.

Most of our products are not protected by patents. The labelling regulations governing our natural health products require that the ingredients of such products be precisely and accurately indicated on product containers. Accordingly, patent protection for natural health products often is impractical given the large number of manufacturers who produce natural health products having many active ingredients in common. Additionally, certain of our products are affected by rapid change and frequent reformulations, as the body of scientific research and literature refines current understanding of the application and efficacy of certain substances and the interactions among various substances. In this respect, we maintain an active R&D program that is devoted to developing purer, more potent and more effective formulations of our products. We protect our investment in research, as well as the techniques it uses to improve the purity and effectiveness of our products, by relying on trade secret and trademark laws. Notwithstanding our efforts, there can be no assurance that our efforts to protect our trade secrets and trademarks will be successful. We intend to maintain and keep current all of our trademark registrations and to pay all applicable renewal fees as they become due. The right of a trademark owner to use trademarks, however is based on a number of factors, including their first use in commerce, and trademark owners can lose trademark rights despite trademark registration and payment of renewal fees. We believe that these proprietary rights have been and will continue to be important in enabling us to compete and if for any reason we were unable to maintain our trademarks, our sales of the related products bearing such trademarks could be materially and negatively affected. There can be no assurance that third parties will not assert claims against us for infringement of their intellectual proprietary rights. If an infringement claim is asserted, we may be required to obtain a license of such rights, pay royalties on a retrospective or prospective basis, or terminate our manufacturing and marketing of our infringing products. Litigation with respect to such matters could result in substantial costs and diversion of management and other resources and could have a material adverse effect on our business, financial condition and operating results.

Our marketing and advertising strategies may not be successful.

Our products are marketed in Canada and internationally through a diverse spectrum of advertising and promotional programs, with each of our brands being marketed specifically for our target audience in the regions and countries in which those brands' products are offered. Our marketing efforts are centered on (i) building consumer trust through quality, (ii) educating consumers on our categories of products, (iii) developing tools and platforms to drive superior consumer engagement and (iv) establishing a shelf presence through the use of display and recognizable packaging that promotes a superior shopping experience. Our campaigns are launched across a varied communications platform, including national television, traditional print, radio, digital and social media and we are incrementally shifting some of our advertising budget from television to digital media channels. If these marketing and advertising programs and strategies are not successful, our product sales may be affected.

Our retail customers may not adequately support our products or our relationships with such retailers may deteriorate.

We sell our products in Canada and internationally through retailers, on whom we rely to display, present and sell our products to consumers in their brick and mortar stores and through their online e-commerce sites. Our retailers stock and display our products, and, in certain health food and other specialty stores, explain our product attributes and health benefits. Our relationships with these retailers are important for maintaining and building consumer trust in our brands and for executing the advertising and educational programs we continue to deploy. Our failure to maintain these relationships with our retailers or difficulties experienced by these retailers could harm our business.

In fiscal 2017, our three largest Canadian retail customers, accounted for 22.8%, 13.6% and 13.4% of our revenue in Canada. We do not receive long-term purchase commitments from our retailers, and confirmed orders received from our retail partners may be difficult to enforce. In some instances, we are obliged to accept returned inventory. Furthermore, there can be no assurance that we will be able, in the future, to continue to sell our products to our retail customers on favourable trading terms or at all. We may be obligated to stop shipments to our retail customers or such customers may refuse shipments from us in the course of negotiating the resolution of trading issues with such customers. Factors that could affect our ability to maintain or expand our sales to these retailers include: (i) failure to accurately identify the needs of our customers; (ii) lack of customer acceptance of new products or product expansions; (iii) unwillingness of our retailers to attribute premium value to our existing and new products relative to competing products; (iv) failure to obtain shelf space from our retailers; and (v) new, well-received product introductions by competitors. Our sales depend, in part, on retailers effectively displaying our products, including providing attractive space in their stores, including online e-commerce platforms, and, in certain channels, having knowledgeable employees that can explain our products and their health benefits. If we lose any of our key retailers, or if any key retailer reduces their purchases of our existing or new products, reduces their number of stores or operations, promotes products of our competitors over us, or suffers financial difficulty or insolvency, we may experience reduced sales of our products, resulting in lower revenue and gross profit margin, which would harm our profitability and financial condition.

We are dependent on operating subsidiaries.

We are a holding company with no business operations of our own or material assets other than the shares of Jamieson Laboratories. Accordingly, all of our operations are conducted by our direct and indirect subsidiaries. As a holding company, we require dividends and other payments from our subsidiaries to meet cash requirements. While we presently intend to continue to pay dividends to Shareholders and anticipate that our subsidiaries will have sufficient cash flow to enable such subsidiaries to pay dividends or otherwise distribute cash to us, the terms of the Credit Agreement contain restrictions on the ability of the subsidiaries to pay dividends and otherwise transfer to us cash or other assets in certain circumstances. As such, a decline in our business, financial condition, cash flows or results of operation may result in, pursuant to the terms of the Credit Agreement, restrictions on the subsidiaries ability to pay dividends or otherwise distribute cash to us. In such event, we may be unable to continue to pay a dividend to Shareholders.

We currently have no obligations that require cash funding from our subsidiaries. If there is an insolvency, liquidation or other reorganization of any of our subsidiaries, Shareholders likely will have no right to proceed against the assets of those subsidiaries. Claims of any creditors of any of our operating subsidiaries generally will have priority as to the assets of such subsidiary over our claims and claims of our creditors and Shareholders.

Uncertainty and adverse changes in general economic conditions may negatively affect consumer spending, which could have a material adverse effect on our revenue and profitability.

Current and future conditions in the economy have an inherent degree of uncertainty. As a result, it is difficult to estimate the level of growth or contraction in the general economy of any of the countries in which our products are sold. It is even more challenging to estimate growth or contraction in various parts, sectors and regions of the economy of those countries. Our budgeting and forecasting are dependent upon estimates of demand for our products and growth or contraction in the markets we serve. Economic uncertainty complicates reliable estimation of our future income and expenditures. Adverse changes in general economic conditions may occur as a result of weakening global economic conditions, tightening of consumer credit, falling consumer confidence, political events or uncertainty, increasing unemployment, declining stock markets or other factors affecting economic conditions generally or in the various countries in which our products are sold. These changes may adversely affect demand for our products, increase the cost or decrease the availability of financing to fund our business and growth plans or increase costs associated with manufacturing and distributing our products, any of which could have a material and adverse effect on our revenue and profitability.

In addition, consumer spending habits, including spending on our products, are affected by, among other things, prevailing economic conditions, levels of employment, fuel prices, salaries and wages, the availability of consumer credit, consumer confidence and consumer perception of economic conditions. A general economic slowdown in Canada or in any of our international markets could decrease demand for our products, which would adversely affect our revenue. In addition, an uncertain economic outlook may adversely affect consumer spending habits and customer traffic, which may result in lower revenue. A prolonged economic downturn in any of our markets could have a material negative impact on our business, financial condition and performance.

Natural disasters, unusually adverse weather, pandemic outbreaks, boycotts and geo-political events could materially adversely affect our business, results of operations or financial condition.

The occurrence of one or more natural disasters, such as hurricanes and earthquakes, unusually adverse weather, pandemic outbreaks, boycotts and geo-political events, such as civil unrest and acts of terrorism, or similar disruptions could materially adversely affect our business, results of operations or financial condition. These events could result in physical damage to one or more of our properties, increases in fuel or other energy prices, temporary or permanent closure of one or more of our facilities, labour shortages, temporary or long-term disruption in the supply of raw materials and other inputs, temporary disruption in transport to and from overseas markets, disruption in our distribution network or disruption to our information systems, any of which could have a material adverse effect on our business, results of operations or financial results.

Parties with whom we do business may be subject to insolvency risks or may otherwise become unable or unwilling to perform their obligations to us.

We are a party to business relationships, transactions and contracts with various third parties, pursuant to which such third parties have performance, payment and other obligations to us. If any of these third parties were to become subject to bankruptcy, receivership or similar proceedings, our rights and benefits in relation to our business relationships, contracts and transactions with such third parties could be terminated, modified in a manner adverse to us, or otherwise impaired. We cannot make any assurances that we would be able to arrange for alternate or replacement business relationships, transactions or contracts on terms as favorable as our existing business relationships, transactions or contracts if at all. Any inability on our part to do so could have a material adverse effect on our business and results of operations.

We rely upon independent third party transportation providers for substantially all of our product shipments.

We currently rely upon independent third party transportation providers for substantially all of our product shipments, including shipments between our manufacturing and distribution centres and the warehouse, distribution facilities and stores of our retail customers in our Jamieson Brands Segment and our customers in our Strategic Partners Segment. Our use of outside delivery services for shipments is subject to risks, including increases in fuel prices, which would increase our shipping costs (freight and delivery), labour disruptions, inclement weather and shipment delays. If we change any of our transportation providers, we could face logistical difficulties that could adversely impact deliveries and we may incur costs and expend resources in connection with such change. Moreover, we may not be able to obtain terms as favourable as those received from the independent third party transportation providers we currently use, which may also result in increased costs. Failure of our third party transportation providers to deliver products in a timely manner may negatively impact our ability to optimize product offerings, customer service levels, brand reputation and profitability.

A material disruption in or security breach affecting our information technology systems could affect our business and lead to reduced revenue, growth prospects and reputational damage.

Our business operations are managed through a variety of information technology systems. These systems govern all aspects of our operations around the world. We are dependent on these systems for our customer-facing informational website and for certain commercial transactions including with our customers in our Jamieson Brands Segment and in our Strategic Partners Segment and supply chain and inventory management. While our systems are designed to operate without interruption, we may in the future experience, interruptions to the availability of our computer systems from time to time. The failure of our computer systems to operate effectively, keep pace with our growing capacity requirements, smoothly transition to upgraded or replacement systems or integrate with new systems could adversely affect our business. In addition, our computer systems are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, cyber-attacks, denial-of-service attacks, security breaches, catastrophic events such as fires, floods, earthquakes, tornadoes, hurricanes, acts of war or terrorism, and usage errors by our employees. If our computer systems are damaged or cease to function properly, we may have to make an investment to fix or replace them, and we may suffer loss of critical data, compromise to the integrity or confidentiality of customer and employee information in our systems or networks, disruption to the systems or networks of third parties on which we rely, and interruptions or delays in our operations. A lack of relevant and reliable information that enables management to effectively manage our business could preclude us from optimizing our overall performance. Any significant loss of data or failure to maintain reliable data could have an adverse effect on our business and results of operations. Any such disruption could increase our costs, diminish our growth prospects, expose us to litigation, decrease customer confidence and damage our brand, and a material interruption to any of our computer systems could adversely affect our business or results of operations and our reputation.

Experienced computer programmers and hackers, or even internal users, may be able to penetrate or create systems disruptions or cause shutdowns of our network security or that of third party companies with which we have contracted to provide services. We generally collect and store such information volunteered by customers on our interactive website. Any compromise of customer information could subject us to customer litigation or penalties from government and harm our reputation, which could adversely affect our business and growth. Moreover, we could incur expenses or disruptions of our operations in connection with system failures or data breaches. An increasing number of websites, including several large internet companies, have recently disclosed breaches of their security, some of which have involved sophisticated and highly targeted attacks on portions of their sites. Because the techniques used to obtain unauthorized access, disable or degrade services or sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. In addition, sophisticated hardware and operating system software and applications that we buy or license from third parties may contain defects in design or manufacture, including “bugs” and other problems that could unexpectedly interfere with the security and operation of the systems. The costs to us to eliminate or alleviate security problems, viruses and bugs could be significant, and efforts to address these problems could result in interruptions, delays or cessation of service that may impede distribution or other critical functions.

As a result, we may have to modify our business systems and practices with the goal of further improving data security, which would result in increased expenditures and operating complexity. Any compromise of our security or accidental loss or theft of customer data in our possession could result in a violation of applicable privacy and other laws, significant legal and financial exposure and damage to our reputation, which could adversely impact our business and results of operations.

We are subject to insurance-related risks.

We maintain director and officer insurance, liability insurance, business interruption and property insurance and our insurance coverage includes deductibles, self-insured retentions, limits of liability and similar provisions. However, there is no guarantee that the insurance coverage will be sufficient, or that insurance proceeds will be timely paid to us. In addition, there are types of losses we may incur but against which it cannot be insured or which we believe are not economically reasonable to insure, such as losses due to acts of war or certain natural disasters. If we incur these losses and they are material, our business, operating results and financial condition may be adversely affected. Also, certain material events may result in sizable losses for the insurance industry and materially adversely impact the availability of adequate insurance coverage or result in significant premium increases. Accordingly, we may elect to self-insure, accept higher deductibles or reduce the amount of coverage in response to such market changes.

Changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters could significantly affect our reported financial results or financial condition.

Generally accepted accounting principles and related accounting pronouncements, implementation guidelines and interpretations with regard to a wide range of matters relevant to our business, including but not limited to revenue recognition, impairment of goodwill and intangible assets, inventory, income taxes and litigation, are highly complex and involve many subjective assumptions, estimates and judgments. Changes in these rules or their interpretation or changes in underlying assumptions, estimates or judgments could significantly change our reported financial performance or financial condition in accordance with generally accepted accounting principles.

Our good labour relations may not continue.

211 permanent, full-time employees in Windsor, Ontario are unionized. The current agreement with Unifor Local 195 covering our facilities located in Windsor, Ontario was renewed on February 28th, 2017 for a four year term. Currently, labour relations are good; however, the maintenance of a productive and efficient labour environment or the successful renegotiation of the collective agreements cannot be assured. If any of our employees at our other manufacturing facilities unionize in the future, or if protracted and extensive work stoppages occur, labour disruptions such as strikes or lockouts could have a material adverse effect on our business and financial results.

We may experience seasonal risk.

Although overall, our business is not deeply affected by seasonal changes in demand due to our diverse product portfolio, certain products, such as cold and cough products, experience significantly higher demand in fall and winter months. Further, sales of our Jamieson Brands Segment products in Canada, in particular our Jamieson and LVHS branded products, tend to be higher in the third and fourth quarters of our fiscal year, with the third quarter having the second highest sales at 5-10% higher on average than the average of our first two quarters, and the fourth quarter having the highest sales at up to 5% higher on average than the third quarter. However, these trends are offset by the timing of our international sales which are not as predictable. Our quarterly results may fluctuate and could fail to meet the expectations of securities analysts and investors.

We may be subject to additional taxes.

We may be subject to assessments for additional taxes, including sales taxes, which could reduce our operating results. In computing our tax obligations in the jurisdictions in which we operate, we are required to take various tax accounting and reporting positions on matters that are not entirely free from doubt and for which we have not received rulings from the governing authorities. It is possible that some taxing jurisdictions may attempt to assess additional taxes and penalties on us if the applicable authorities do not agree with our positions. A successful challenge by a tax authority, through asserting either an error in our calculation, or a change in the application of law or an interpretation of the law that differs from ours, could adversely affect the results of operations.

Risk Factors Related to the Common Shares

Limited Trading History for Common Shares and Potential volatility of Common Share price.

The Common Shares were listed and posted for trading on the TSX commencing on July 7, 2017 and accordingly, have been publicly traded for a limited period of time. The Company cannot predict at what price the Common Shares will trade and there can be no assurance that an active trading market will be sustained in the Common Shares. Accordingly, the Common Shares may trade at a premium or a discount to the underlying value of the Company and may be subject to significant fluctuations.

Dilution.

The number of Common Shares the Company is authorized to issue is unlimited. We cannot predict the size of future issuances of the Common Shares or the effect, if any, that future issuances and sales of the Common Shares will have on the market price of the Common Shares. Sales of substantial amounts of the Common Shares, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares and the interests of Shareholders may be diluted thereby.

Any issuance of Preference Shares could make it difficult for another company to acquire us or could otherwise adversely affect Shareholders, which could depress the price of the Common Shares.

The board of directors of Jamieson (the “**Board**”) has the authority to issue Preference Shares and to determine the preferences, limitations and relative rights of Preference Shares and to fix the number of shares constituting any series and the designation of such series, without any further vote or action by our Shareholders. Our Preference Shares could be issued with liquidation, dividend and other rights superior to the rights of the Common Shares. The potential issuance of Preference Shares may delay or prevent a change in control of the Company, discourage bids for the Common Shares at a premium over the market price and adversely affect the market price and other rights of the Shareholders.

If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about us or our business, our trading price and volume could decline.

The trading market for the Common Shares will depend in part on the research and reports that securities or industry analysts publish about us or our business. We currently have research coverage by seven securities and industry analysts. If one or more of the analysts who cover us downgrade the Common Shares or publish inaccurate or unfavorable research about our business, our trading price may decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for the Common Shares could decrease, which could cause our trading price and volume to decline.

Shareholders have limited control over our Company's operations.

Shareholders have limited control over changes in our policies and operations, which increases the uncertainty and risks of an investment in our Company. Our Board determines major policies, including policies regarding financing, growth, debt capitalization and any future dividends to Shareholders. Generally, our Board may amend or revise these and other policies without a vote of the Shareholders. Shareholders will only have a right to vote, as a class, in the limited circumstances described elsewhere in this Annual Information Form. Our Board's broad discretion in setting policies and the limited ability of Shareholders to exert control over those policies increases the uncertainty and risks of an investment in our Company.

Financial reporting and other public company requirements.

We are subject to reporting and other obligations under applicable Canadian securities laws and rules of any stock exchange on which the Common Shares are listed, including National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*. These reporting and other obligations place significant demands on our management, administrative, operational and accounting resources. If we are unable to accomplish any such necessary objectives in a timely and effective manner, our ability to comply with our financial reporting obligations and other rules applicable to reporting issuers could be impaired. Moreover, any failure to maintain effective internal controls could cause us to fail to satisfy our reporting obligations or result in material misstatements in our financial statements. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results could be materially adversely affected which could also cause investors to lose confidence in our reported financial information, which could result in a reduction in the trading price of the Common Shares.

We do not expect that our disclosure controls and procedures and internal controls over financial reporting will prevent all error or fraud. A control system, no matter how well-designed and implemented, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues within an organization are detected. The inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by individual acts of certain persons, by collusion of two or more people or by management override of the controls. Due to the inherent limitations in a control system, misstatements due to error or fraud may occur and may not be detected in a timely manner or at all.

DIVIDENDS

During the period between the date of the IPO and December 31, 2017, we have declared the following cash dividends on the Common Shares:

Date of Payment	Amount of Dividend Per Common Share	Record Date for Payment
September 15, 2017	$0.08	September 1, 2017
December 15, 2017	$0.08	December 1, 2017

Dividend Policy

Subject to financial results, capital requirements, available cash flow, corporate law requirements and any other factors that our Board may consider relevant, it is the intention of our Board to continue to declare a quarterly dividend on an ongoing basis. We anticipate paying quarterly cash dividends, with annualized aggregate dividend payments of approximately $12.0 million. Dividends will be declared and paid in arrears. The amount and timing of the payment of any dividends are not guaranteed and are subject to the discretion of our Board.

DESCRIPTION OF CAPITAL STRUCTURE

The following description may not be complete and is subject to, and qualified in its entirety by reference to, the terms and provisions of our articles.

General

Our authorized share capital consists of: (i) an unlimited number of Common Shares; and (ii) an unlimited number of Preference Shares, issuable in series. 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 meetings 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.

Common Shares

Shareholders are entitled to one vote in respect of each Common Share held at all meetings of Shareholders, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series. The Shareholders are entitled to receive any dividend declared by our Board in respect of the Common Shares, subject to the rights of the holders of other classes of shares. The Shareholders will be entitled to receive, subject to the rights of the holders of other classes of shares, the remaining property and assets of our Company available for distribution, after payment of liabilities, upon the liquidation, dissolution or winding-up of our Company, whether voluntary or involuntary.

Preference Shares

The Preference Shares may at any time and from time to time be issued in one or more series, each series to consist of such number of Preference Shares as may, before the issue thereof, be determined by resolution of our Board. Subject to the provisions of the *Business Corporations Act* (Ontario), our Board may, by resolution, fix from time to time before the issue thereof the designation, rights, privileges, restrictions and conditions attaching to the Preference Shares of each series including, without limitation, any right to receive dividends (which may be cumulative or non-cumulative and variable or fixed) or the means of determining such dividends, the dates of payment thereof, any terms or conditions of redemption or purchase, any conversion rights, any voting rights, any retraction rights and any rights on the liquidation, dissolution or winding up of our Company, any sinking fund or other provisions, the whole to be subject to the issue of a certificate of amendment setting forth the designation, rights, privileges, restrictions and conditions attaching to the Preference Shares of the series. Except as required by law or in accordance with any voting rights attaching to any series of Preference Shares, the holders of Preference Shares will not be entitled to receive notice of, attend or vote at any meeting of Shareholders.

Generally, Preference Shares of each series, if and when issued, will, with respect to the payment of dividends, rank on a parity with the Preference Shares of every other series and be entitled to preference over the Common Shares and any other shares of our Company ranking junior to the Preference Shares with respect to payment of dividends. If any amount of cumulative dividends (whether or not declared) or any amount payable on any such distribution of assets constituting a return of capital in respect of the Preference Shares of any series is not paid in full, the Preference Shares of such series shall participate rateably with the Preference Shares of every other series in respect of all such dividends and amounts.

In the event of liquidation, dissolution or winding up of our Company, whether voluntary or involuntary, the holders of Preference Shares will generally be entitled to preference with respect to distribution of the property or assets of our Company over the Common Shares and any other shares of our Company ranking junior to the Preference Shares with respect to the repayment of paid-up capital remaining after payment of all outstanding debts on a *pro rata* basis, and the payment of any and all declared but unpaid cumulative dividends, or any and all declared but unpaid non-cumulative dividends, on the Preference Shares. We currently anticipate that there will be no pre-emptive, subscription, redemption or conversion rights attaching to any series of Preference Shares issued from time to time.

PRIOR SALES

Since the IPO, other than issuances of Options under the LTIP, the Company has not issued any securities which are not listed or quoted on a marketplace.

MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares are listed on the TSX under the symbol "JWEL". The monthly price ranges and total monthly trading volumes for the Common Shares on the TSX during the most recently completed fiscal year were as follows:

Month	Share Price (C$ per Common Share)		Total Monthly Volumes (# of Common Shares)
	High	Low	
July 7, 2017 – July 31, 2017	18.90	16.44	4,853,364
August 2017	19.95	18.01	592,699
September 2017	20.00	18.69	521,463
October 2017	20.01	18.30	2,417,578
November 2017	22.46	19.75	1,562,068
December 2017	22.76	20.97	1,095,020

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Computershare Trust Company of Canada ("**Computershare**") is acting as escrow agent for all of the securities purchased pursuant to the terms of our employee share purchase plan ("**ESPP**"). Employees must hold the Common Shares purchased under the ESPP ("**ESPP Shares**") for two fiscal quarters immediately following the fiscal quarter in which such shares were purchased (although this hold period will not apply to Common Shares purchased with reinvested dividends) ("**Hold Conditions**"). Computershare will hold ESPP Shares for safekeeping until the employee for whose account they are held, or his or her legal representative, directs Computershare to sell or transfer and deliver such certificates to the employee or his or her legal representative, or as otherwise may be directed, provided that the transfer and delivery will comply with all applicable laws and regulations as well as the Hold Conditions. The following are the securities being held in escrow under the ESPP as at March 28, 2018:

Designation of Class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of Class
Common Shares	3,487	0.01%

In connection with the Secondary Offering, Common Shares held by certain Directors and the CCMP Selling Shareholders were subject to contractual lock-up arrangements that expired on January 16, 2018.

DIRECTORS AND EXECUTIVE OFFICERS OF THE COMPANY

The following table sets out, for each of our directors ("**Directors**") and executive officers as of December 31, 2017, the person's name, municipality of residence, position(s) with Jamieson, principal occupation and, if a Director, the date on which the person became a Director. Jamieson does not impose term limits on its Directors. Our Directors are elected annually and, unless re-elected, retire from office at the end of the next annual general meeting of Shareholders. As of December 31, 2017, our Directors and executive officers (as a group) owned, or exerted direction or control over, a total of 267,618 Common Shares representing 0.71% of our total outstanding Common Shares.

Name and Place of Residence	Positions with Jamieson	Principal Occupation	Director Since	Common Shares Beneficially Held or Over Which Control is Exercised	Principal Occupation Within Previous Five Years
Heather Allen Windsor, Berkshire, United Kingdom	Director	Independent Advisor and Consultant, Mapleoaks Consulting Ltd.	October 18, 2017	None	Independent advisor, consultant and director of Mapleoaks Consulting Ltd; Executive Vice President for Category Development at Reckitt Benckiser plc; Executive Committee Lead for Project "Supercharge" at Reckitt Benckiser plc

Name and Place of Residence	Positions with Jamieson	Principal Occupation	Director Since	Common Shares Beneficially Held or Over Which Control is Exercised	Principal Occupation Within Previous Five Years
Dr. Louis Aronne Greenwich, Connecticut, USA	Director	Clinical Professor of Medicine, Weill Cornell Medical College, Cornell University	April 22, 2014	None	Clinical Professor of Medicine, Weill Cornell Medical College, Cornell University
Thomas Bedford Oakville, Ontario, Canada	Senior Vice President, Health Food	Senior Vice President, Health Food of Jamieson	N/A	19,247	Senior Vice President, Health Food of Jamieson; Founder and President of Renew Life Canada
Don Bird North Vancouver, British Columbia, Canada	Executive Vice President of Global Retail Sales and Marketing (previously the Executive Vice President International Business Development)	Executive Vice President of Global Retail Sales and Marketing of Jamieson	N/A	27,870	Executive Vice President of Global Retail Sales and Marketing of Jamieson (previously the Executive Vice President International Business Development); Executive Vice President of Sales and Marketing at WN Pharmaceuticals Ltd.
Robert Chan Toronto, Ontario, Canada	Vice President, Finance	Vice President, Finance of Jamieson	N/A	20,376	Vice President, Finance of Jamieson; Manager of Financial Reporting at SunOpta Inc.
John Doherty Belle River, Ontario, Canada	Chief Science and Innovation Officer	Chief Science and Innovation Officer of Jamieson	N/A	14,313	Chief Science and Innovation Officer of Jamieson; Director of Regulatory Affairs and Innovation at Iovate Health Sciences

Name and Place of Residence	Positions with Jamieson	Principal Occupation	Director Since	Common Shares Beneficially Held or Over Which Control is Exercised	Principal Occupation Within Previous Five Years
Angela Holtham Mississauga, Ontario, Canada	Director	Board director and chair of the audit committee of Oncolytics Biotech, Inc., Ontario Financing Authority and Compute Canada	September 1, 2017	None	Self-employed financial professional/consultant; Director on corporate boards, including Compute Canada, Oncolytics Biotech Inc., IBI Group Inc., Ontario Financing Authority and CMA Canada Professional Corporation
Mark Hornick Mississauga, Ontario, Canada	Director, President and Chief Executive Officer	Director, President and Chief Executive Officer of Jamieson	August 25, 2014	57,659	Chief Executive Officer of Jamieson; Executive Vice President and General Manager of Fiera Foods Company
Renzo Mariani Toronto, Ontario, Canada	Executive Vice President, Body Plus Sales and Marketing	Executive Vice President, Body Plus Sales and Marketing of Jamieson	N/A	None	Executive Vice President, Body Plus Sales and Marketing of Jamieson; Executive Vice President Sales and Marketing, Body Plus
Catherine Potechin Oakville, Ontario, Canada	Director	Retired executive who currently sits on the boards of Diabetes Canada, the National Diabetes Trust Corp, Food for Life Canada, and Central West Specialized Development Services	October 18, 2017	500	Director on corporate boards including Diabetes Canada, the National Diabetes Trust Corp, Food for Life Canada, and Central West Specialized Development Services

Name and Place of Residence	Positions with Jamieson	Principal Occupation	Director Since	Common Shares Beneficially Held or Over Which Control is Exercised	Principal Occupation Within Previous Five Years
Christopher Snowden[1] Oakville, Ontario, Canada	Chief Financial Officer and Corporate Secretary	Chief Financial Officer and Corporate Secretary of Jamieson	N/A	43,177	Chief Financial Officer and Corporate Secretary of Jamieson; Vice President Corporate Controller of Sofina Foods; Vice President Treasurer and Vice President of Finance at SunOpta Inc.
Steve Spooner Stittsville, Ontario, Canada	Director	Chief Financial Officer, Mitel Networks	October 18, 2017	None	Chief Financial Officer of Mitel Networks Corporation
Regan Stewart Etobicoke, Ontario, Canada	Chief Operations and People Officer	Chief Operations and People Officer of Jamieson	N/A	6,207	Chief Operations and People Officer of Jamieson; Executive Vice President, People at Travel Edge; Vice President of Human Resources at Knightsbridge Human Capital Solutions
Jason Tafler Toronto, Ontario, Canada	Director	Chief Executive Officer, Unyte Health Inc.	September 26, 2017	2,700	Chief Executive Officer, Unyte Health Inc.; Chief Digital Officer at Rogers Communications; Executive Vice President, Customer Experience at Rogers Communications

Notes:

(1) Christopher Snowden was Vice President of Finance of SunOpta Inc. when that company was subject to a temporary management cease trade order issued by the Ontario Securities Commission (the "**OSC**") on March 4, 2008, resulting from a delay in filing restated financial statements. The OSC subsequently issued a notification that as of August 1, 2008 the filing defaults had been remedied and the temporary management cease trade order had been allowed to lapse and expired.

Name and Place of Residence	Positions with Jamieson	Principal Occupation	Director Since	Common Shares Beneficially Held or Over Which Control is Exercised	Principal Occupation Within Previous Five Years
David Williams Toronto, Ontario, Canada	Chairman of the Board	Self-employed as a corporate director. Currently a director on the boards of Mattamy Homes Limited, Mitel Networks Corporation, President's Choice Bank and Morrison Lamothe, Inc.	May 25, 2017	75,000	Director on corporate boards including Mattamy Homes Limited, Mitel Networks Corporation, President's Choice Bank and Morrison Lamothe, Inc. and Toronto Hydro Corporation

Committees of the Board

The Board has established two committees: the audit committee (the "**Audit Committee**") and the governance, compensation and nominating committee (the "**Governance Committee**").

Audit Committee

The Audit Committee is comprised of as many Directors as the Board may determine, but in any event no fewer than three members, all of whom will be persons determined by our Company to be financially literate and "independent" within the meaning of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). The Audit Committee is currently comprised of four Directors, all of whom are independent: Angela Holtham, Steve Spooner, Jason Tafler and David Williams. Angela Holtham is the chair of the Audit Committee.

The Audit Committee assists the Board in fulfilling its responsibilities for oversight and supervision of financial and accounting matters. The Audit Committee's responsibilities include: (i) reviewing and approving the engagement of the auditors; (ii) reviewing annual and quarterly financial statements and all other material continuous disclosure documents, including our annual information form and management's discussion and analysis; (iii) assessing our accounting policies; (iv) reviewing our risk management procedures; (v) reviewing any significant transactions outside our ordinary course of business and any legal matters that may significantly affect our financial statements; (vi) overseeing the work and confirming the independence of the external auditors; and (vii) reviewing, evaluating and approving the internal control procedures implemented and maintained by management, including, without limitation, the financial integrity policy.

Audit Committee Charter

Our Audit Committee operates under a written charter that sets out its responsibilities and composition requirements. A copy of this charter is attached as Appendix "A" to this Annual Information Form.

Relevant Education and Experience

All members of the Audit Committee have been determined by the Company to be independent and are "financially literate" and "independent" for purposes of audit committee membership within the meaning of NI 52-110. Each of the Audit Committee members has an understanding of the accounting principles used to prepare the Company's financial statements, experience preparing, auditing, analyzing or evaluating comparable financial statements and experience as to the general application of relevant accounting principles, as well as an understanding of the internal controls and procedures necessary for financial reporting.

The following is the education and experience of each member of the Audit Committee relevant to the performance of his or her duties as a member of the Audit Committee:

Audit Committee Member	**Relevant Education and Experience**
Angela Holtham	Ms. Holtham has over 35 years of experience leading and supporting finance functions (among other functions) 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) and 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. 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.
Steve Spooner	Mr. Spooner has over 30 years of financial management experience, including numerous controller and/or chief financial officer roles in private and public companies. Mr. Spooner is currently the Chief Financial Officer of Mitel Networks Corporation where he oversees finance, legal, investor relations and M&A. Steve 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 is past audit committee Chair of Magor Corporation. He was also Chair of the Audit and Finance Committee and a member of the Executive and Nominating Committees at The Ottawa Hospital Foundation for 9 years. 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 also holds the ICD.D designation from the Institute of Corporate Directors since 2009.
Jason Tafler	As the Chief Digital Officer and Executive Vice President, Customer Experience, at Rogers Communications Mr. Tafler oversaw finance departments and professionals responsible for financial reporting and audit functions. Prior to that, he was the chief executive officer of a leading U.S. based digital advertising technology company. He has also served on the audit committee of ZoomerMedia Limited. 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.
David Williams	Mr. Williams 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. He also sits on the audit committee of the boards of Mattamy Homes Limited and President's Choice Bank. Mr. Williams received his Certified General Accountant designation in 1972 and gained his ICD.D designation from the Institute of Corporate Directors in 2006.

Pre-Approval Policies and Procedures

The Audit Committee reviews and approves all audit and non-audit services performed by our auditors in advance of services being performed.

Auditor Fee Disclosure

The following table sets forth the fees billed or accrued for various services provided by Ernst & Young LLP and its affiliates to the Company during the Company's last two fiscal years:

Services	Fees Accrued During the Year Ended (C$)	
	December 31, 2017	**December 31, 2016**
Audit Fees(1)	1,110,000	150,000
Audit-Related Fees(2)	751,600	155,000
Tax Fees(3)	50,000	115,700
Other Fees(4)	25,000	330,900
Total	1,936,600	751,600

Notes:

(1) Fees for audit service.
(2) Fees for assurance and related services not included in audit service above.
(3) Fees for tax compliance, tax advice and tax planning.
(4) All other fees not included in the above. For the year ended December 31, 2016 fees also relate to services provided by Ernst & Young LLP in connection with the acquisition of Body Plus and Sonoma.

Governance, Compensation and Nominating Committee

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. The current members of the Governance Committee are Heather Allen, Dr. Louis Aronne, Catherine Potechin and David Williams, all of whom are independent Directors.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

We and our subsidiaries are engaged in legal proceedings from time to time, arising in the ordinary course of business. Management is not aware of any material litigation or regulatory actions outstanding, threatened or pending by or against the Company.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as described elsewhere in this Annual Information Form, there are no material interests, direct or indirect, of any of our Directors or executive officers, any Shareholder that beneficially owns, or controls or directs (directly or indirectly), more than 10% of any class or series of our outstanding voting securities, or any associate or affiliate of any of the foregoing persons, in any transaction within the three years before the date hereof that has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Shares is Computershare Investor Services Inc. at its principal transfer office in Toronto, Ontario.

CONFLICTS OF INTEREST

To the knowledge of the Company, no Director or executive officer of the Company has an existing or potential material conflict of interest with the Company or any of its subsidiaries.

INTERESTS OF EXPERTS

Names of Experts

The consolidated financial statements of the Company for the years ended December 31, 2016 and 2017 have been audited by Ernst & Young LLP.

Interests of Experts

Ernst & Young LLP are the external auditors of the Company and have confirmed that they are independent with respect to the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada, including the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario, and any applicable legislation or regulations.

ADDITIONAL INFORMATION

Additional information, including Directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, and securities authorized for issuance under equity compensation plans, where applicable, will be contained in our management information circular for our upcoming annual meeting of Shareholders that involves the election of Directors, and additional financial information is provided in the Company's comparative financial statements and management discussion and analysis for our most recently completed financial year.

Additional information about the Company is available on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com.

APPENDIX A

AUDIT COMMITTEE CHARTER

FUNCTION AND PURPOSE

The Audit Committee (the "**Committee**") shall assist the Board of Directors (the "**Board**") of Jamieson Wellness Inc. (the "**Company**") in fulfilling its oversight responsibilities by: (i) monitoring the integrity of the corporate accounting and financial reporting processes and financial information that will be provided to shareholders and others; (ii) reviewing the compliance by the Company with certain legal and regulatory requirements; (iii) reviewing areas of potential significant financial risk to the Company; (iv) evaluating the independent auditor's qualifications and independence; (v) monitoring the performance of the independent auditors as well as any other public accounting firm engaged to perform other audit, review, or attest services; and (vi) reporting regularly on all such matters to the Board.

While the Committee has the duties and responsibilities set forth in this Charter, the role of the Committee is that of oversight. The Committee is not responsible for planning or conducting the audit or determining whether the financial statements of the Company are complete and accurate and in accordance with applicable accounting rules. Such activities are the responsibility of management and the independent auditors. The Committee and its members are not preparers, auditors, or certifiers of the financial statements or guarantors of the independent auditors' reports. It is not the duty or responsibility of the Committee to ensure that the Company complies with all laws and regulations. The Committee and each of its members shall be entitled to rely on: (a) the integrity of those persons and organizations within and outside of the Company from which it receives information; (b) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board); and (c) representations made by management as to any audit and non-audit services provided by the independent auditors.

COMPOSITION AND ORGANIZATION

<u>Membership and Qualifications</u>

Composition: The Committee shall be composed of at least three Directors, including a Chairman, all appointed by the Board taking into account any recommendation of the Governance, Compensation and Nominating Committee.

Independence: Subject to the permitted phase-in periods afforded by Section 3.2 of National Instrument 52-110 - *Audit Committees*, each member of the Committee shall be independent, as determined in accordance with the rules of applicable stock exchanges and securities regulatory authorities.

Financial Literacy: All members of the Committee must be financially literate, meaning that he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. A Director who is not financially literate may be appointed to the committee, provided that such Director becomes financially literate within a reasonable period of time following such appointment.

<u>Meetings</u>

Frequency: The Committee shall meet as frequently as the Chairman of the Committee deems appropriate. The Committee may meet with the independent auditors and management separately, to the extent the Committee deems necessary and 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. While the Committee is expected to communicate regularly with management of the Company, the Committee shall exercise a high degree of independence in establishing its meeting agenda and in carrying out its responsibilities.

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 applicable 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 Governance, Compensation and Nominating Committee.

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

Independent Auditors

Selection and Disengagement of Independent Auditors: The Committee shall have the sole authority and the direct responsibility for the appointment, compensation, retention and oversight of the independent auditors for the Company (including the resolution of disagreements between management and the independent auditors regarding financial reporting) and the independent auditors shall report directly to the Committee.

Performance and Independence of Independent Auditors: The Committee shall evaluate the qualifications and performance and confirm the independence of the independent auditors on an ongoing basis, but not less frequently than annually. The Committee shall confirm receipt from the independent auditors of a formal written statement delineating all relationships between the Company and its subsidiaries and the independent auditors, consistent with applicable accounting rules and standards. The Committee shall actively engage in a dialogue with the auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors and shall take, or recommend that the full Board take, appropriate action to oversee the independence of the auditors.

Approval of Independent Auditor Services: The Committee shall review and approve the independent auditors' annual engagement letter and all audit, audit-related, tax and other non-audit permissible services proposed to be provided by the independent auditors, and the fees for such services.

Review of Independent Auditor Report: The Committee shall review: (i) any reports required to be prepared by the independent auditors on all critical accounting policies and practices to be used; (ii) all alternative treatments within applicable accounting rules for policies and practices related to material items that have been discussed with management, including the ramifications of such alternative disclosures and treatments and the treatment preferred by the independent auditors; and (iii) any other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.

Financial Reporting Process

Open Communication: The Committee shall provide and facilitate an open avenue of communication between the independent auditors, the Board, management and the accounting and finance department of the Company. The Committee shall also provide and facilitate sufficient opportunity for the independent auditors (and internal auditors, if any) to meet with members of the Committee without members of management present.

System of Financial Controls: The Committee shall oversee the process in which management shall design, implement, amend, maintain, and enforce a comprehensive system of financial controls (including the right internal and external people and resources, policies, processes and enforcement) aimed at ensuring the integrity and compliance of the books and records of the Company with IFRS and other applicable laws and regulations and sound business practices, as well as protecting the value of the assets of the Company and safeguarding the credibility of its brand, employees, management team, the Board and shareholders. Such system of financial controls will embody the adoption of best practices in financial controls and foster honesty, integrity, accuracy, and transparency in all aspects of the Company and its subsidiaries. It will include but not be limited to: (i) setting the right tone at the top; (ii) active review of business unit performance by executive management, with regular reporting to and oversight by the Board; (iii) an accurate, stable and reliable general ledger; (iv) a robust internal audit function; (v) unambiguous compliance with IFRS, accounting standards, or applicable laws and regulations; and (vi) full transparency with the Board, Audit Committee, Governance, Compensation and Nominating Committee and external auditors. Such system shall also incorporate the principles contained within the Company's Code of Business Conduct and Ethics, as adopted by the Board and as may be superseded or amended from time to time.

The Committee shall consider and review the adequacy and effectiveness of the Company's internal control and management information systems through discussions with senior executives of the Company and the external auditor relating to the maintenance of: (i) necessary books, records and accounts in sufficient detail to accurately and fairly reflect the Company's transactions; (ii) effective internal control over financial reporting, including seeking to ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, the Company's disclosure controls and procedures and periodically assess the adequacy of those procedures and recommend any proposed changes to the Board for consideration; (iii) adequate processes for assessing the risk of material misstatements in the financial statements and for detecting control weaknesses or fraud; and (iv) the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company. The Committee shall satisfy itself, through discussions with senior executives of the Company that the adequacy of internal controls, systems and procedures has been periodically assessed in accordance with regulatory requirements and recommendations. Finally the Committee shall periodically review the Company's policies and procedures for reviewing and approving or ratifying related-party transactions.

Annual Audit Review: The Committee shall review with management and the independent auditors the financial statements (including the notes thereto) of the Company for each fiscal year, together with the independent auditors' audit and audit report thereon. In performing such review, the Committee shall review the scope of the audit, the audit procedures utilized, any difficulties or disputes encountered during the audit, any changes in accounting practices or principles, and any other matters related to the conduct of the audit brought to the Committee's attention by management or the independent auditors, or which are raised by members of the Committee. In connection with the annual reviews, the Committee shall inquire about and review with management and the independent auditors any significant risks or exposures faced by the Company and discuss with management the steps taken to minimize such risk or exposure. Such risks and exposures include, but are not limited to: (i) threatened and pending litigation; (ii) claims against the Company or its subsidiaries; (iii) tax matters, regulatory compliance and correspondence from regulatory authorities; and (iv) environmental exposure.

Quarterly Reviews: The Committee shall review with management and the independent auditors the financial statements of the Company each quarter, together with the independent auditors' review thereof pursuant to professional standards and procedures for conducting such reviews, as established by generally accepted auditing standards. In connection with the quarterly reviews, the Committee shall inquire about and review with management and the independent auditors any significant risks or exposures faced by the Company and discuss with management the steps taken to minimize such risk or exposure.

Internal Audit: From time to time, the Committee shall assess any requirements or changes with respect to the establishment or operations of an internal audit function having regard to the size and stage of development of the Company at any particular time.

Review of Audit Scope: The Committee shall consider and review with management and the independent auditors the scope of the audit for the current fiscal year and the plan of the independent auditors in conducting the audit.

Legal Compliance; Investigations: In connection with the annual audit review, the Committee shall inquire about and review with management any legal and regulatory matters that may have a material impact on the Company, including (without limitation) anti-bribery and trade sanction compliance matters.

Financial Reporting Disclosure: The Committee shall review and recommend to the Board for approval, the audited annual financial statements, including the auditors' report thereon, the quarterly financial statements, management discussion and analysis, financial reports, and other applicable financial disclosure, prior to the public disclosure of such information. Further the Committee shall review and recommend to the Board for approval, where appropriate, financial information contained in any prospectuses, annual information forms, annual reports to shareholders, management proxy circulars, material change disclosures of a financial nature and similar disclosure documents prior to the public disclosure of such documents or information.

Finance and Investment Oversight

Financial Resources: The Committee shall periodically review and make recommendations to the Board with respect to the Company's financial resources, financing requirements, currency hedging, investment strategies (if any) and related matters.

Incurrence of Debt or Equivalents: Irrespective of the dollar amount involved, issuance of debt securities or off-balance sheet financing shall require Committee recommendation and Board approval; borrowings under the Company's revolving credit facilities or hedge contracts are not subject to this provision.

Other Financial Matters: The Committee shall receive and review reports from management with respect to significant financial matters, including any significant transactions outside the ordinary course of business of the Company as requested by the Board or as deemed appropriate by the Committee from time to time.

Risk Management

With management's input, the Committee shall review the Company's major business, operational, and financial risk exposures and the steps taken to monitor and control such exposures, including the use of any financial derivatives or hedging arrangements. With the Committee's oversight, management shall establish guidelines, policies and practices regarding risk management, including, but not limited to, derivative policies, insurance programs and necessary practices and procedures to monitor and control major business, operational and financial risks.

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 with respect to issues in these areas.

Review of Hiring Policy

The Committee shall review and approve any individual as an employee or Director of the Company that is, or has been previously been, a partner or employee of the present or former external auditor of the Company.

Whistleblower Policy

Submission of Complaints: The Committee shall establish, maintain and oversee the Whistleblower Policy for: (i) the receipt, retention, and treatment of complaints received by the Company, including incidents of retaliation received by the Company, regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.

Access to Records, Legal Counsel and Advisors

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 of its subsidiaries 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 and determine funding for such independent legal, accounting and other advisors as it deems necessary to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered to cause the Company or any of its subsidiaries, as applicable, to pay the compensation of such advisors as established by the Committee.

Funding of the Audit Committee

Funding: The Company shall provide appropriate funding, as determined by the Committee, for: (i) payment of compensation to the independent auditors or any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) any other advisors engaged by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Other Responsibilities

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

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 its approval.

Regulatory Developments: The Committee shall monitor and provide reports to the Board with respect to developments in accounting rules and practices, income tax laws and regulations, and other regulatory requirements that affect matters within the scope of the Committee's authority and responsibilities.

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 perform such other duties as may be required by law or requested by the Board or deemed appropriate by the Committee. 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.