

**Charter of the Special Advisory Committee
of
Better Choice Company, Inc.**

Purpose

The purpose of the Special Advisory Committee (the “Committee”) of Better Choice Company, Inc. (the “Company”) shall be to advance the Company’s corporate strategic plan and long-term strategic goals, evaluate potential transactions, and provide advice and make recommendations to management and the Board of Directors regarding those matters, as appropriate.

Committee Membership and Meetings

The Committee shall consist of two or more members of the Board of Directors. The Board of Directors shall appoint the members of the Committee. At least one member of the Committee shall meet the independence requirements of the national exchange elected by the Board of Directors. Members of the Committee shall serve at the pleasure of the Board of Directors and for such term or terms as the Board of Directors may determine. Management of the Company shall also designate one member of management who will be the regular liaison between the Committee and management, and the Committee shall also have access to other members of management and key employees as necessary to carry out its responsibilities hereunder.

The Committee shall meet at such times as it determines to be necessary or appropriate and at such times requested by the Board of Directors and shall report at the next Board of Directors meeting following each such Committee meeting. The Committee may engage external consultants, as required, to provide supplemental expertise to facilitate their performance of their duties, and to determine compensation for such advisors. Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least twenty-four hours prior to the meeting. Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission.

Responsibilities

The Committee shall assist the Board of Directors and management of the Company in assessing the progress and performance of the Company’s development programs and projects, and identifying, assessing, implementing, and monitoring corporate opportunities that may offer meaningful strategic or commercial benefit to the Company. The role of the Committee will be to leverage the experience and expertise of the Board of Directors to assist management in a dedicated and more intensive manner than can be accomplished through regular board meetings. In particular, the Committee shall, upon the request of the Board or management from time to time, provide advice and assistance with regard to:

1. The Company’s then current strategic plan;
2. The Company’s long-term strategy, which may include goals for future years and evaluations of evolving and emerging technologies and changes in products and services in the markets in which the Company serves;

3. Assist management to identify new technologies or products or other business opportunities that may be of strategic or commercial benefit to the Company;
4. Review and evaluate terms for proposed material acquisitions and similar transactions and other potential growth and expansion opportunities for the Company, including, but are not limited to, the Company's up-list to a major national exchange, strategic partnerships, mergers and acquisitions, and potential debt and equity financing opportunities;
5. Review and advise on the appropriate structure for potential strategic transactions;
6. Review and advise on strategic issues or opportunities material to the Company outside the scope of the Company's traditional business operations.; and
7. Review with management periodically the Company's pipeline and product portfolio and strategy, development timelines and progress, and provide the Board with advice regarding same.

Additionally, the Committee shall:

- Periodically review and assess the adequacy of this charter and submit any changes to the Board for approval;
- Periodically perform an evaluation of the performance of the Committee and report to the Board on the results of such evaluation; and
- Review such other matters as the Board or the Committee shall deem appropriate.

The Committee shall undertake such additional activities within the scope of its primary functions as the Committee may from time to time determine. Unless the same shall be expressly delegated to the Committee from time to time by the Board of Directors, including under this charter, the Committee shall not have the authority to approve or authorize any matters that would otherwise be the responsibility of the Board of Directors.

Adopted March 16, 2021