



Minimum Resale Price (MRP) Policy

As the leading brand of apple cider vinegar gummies, Goli Nutrition Inc. (“Goli”) has implemented a minimum resale price (“MRP”) policy and MRP policy guidelines (collectively the “Policy”) designed to (1) promote fair competition across all distribution channels; (2) encourage high margins for our resellers; (3) ensure that resellers can market Goli products effectively and provide the level of customer service and product knowledge expected from customers of the products; (4) support the Goli brand as a premium offering with a commitment to quality; and (5) avoid damaging the Goli brand through channel conflict.

We have determined that this Policy is necessary in the competitive marketplace for the following reasons:

- Pricing our products below our MRP is a predatory practice that is harmful to our brand image, perceived product value and undermines our marketing efforts with respect to our brand;
- Pricing our products below our MRP causes a decrease in sales of our products by other retailers and wholesalers that cannot match such predatory pricing;
- Pricing our products below our MRP is an unfair business practice that threatens to decrease competition in the marketplace, to the detriment of our customers.

This Policy has been unilaterally adopted and will be enforced strictly and uniformly. Although resellers remain free to establish their own resale prices, Goli will, without assuming any liability, cancel all orders and will indefinitely refuse to accept any new orders from any reseller immediately following Goli’s determination that such reseller has advertised, offered, or sold Goli products at a net resale price, both online (inside and outside an online shopping cart) and in store, less than the MRP established and announced by Goli from time to time.

This Policy applies to (1) all resellers; (2) all types of advertising including, without limitation, print ads in newspapers, trade journals, periodicals, other print media, radio ads, TV ads, catalogues, direct mailers, signs, and all communications of prices accessible by internet; and (3) all websites owned by resellers and all websites that include advertising and the sale of Goli products by resellers including, without limitation, online marketplaces and search engine results.

The current MRP set by Goli is \$19.00 USD and \$24.99 CAD per bottle, exclusive of applicable sales taxes and shipping charges. Goli reserves the right, in its sole and absolute discretion, to modify, suspend or discontinue this Policy in whole or in part at any time. Goli may also from time to time and in its sole and absolute discretion designate promotional periods during which the terms of the Policy change or designate periods of time during which the Policy is not applicable.

Goli will not discuss any conditions of acceptance related to this Policy, as it is non-negotiable and will not be modified for any reseller. In addition, Goli neither solicits, nor will it accept, any assurance of compliance with this Policy. Nothing in this Policy shall constitute an agreement between Goli and any reseller that the reseller will comply with this Policy. Goli representatives have no authority to modify or grant exceptions to this Policy. These decisions are irrevocable and will not be changed in any way based on a reseller’s commitment regarding future practices.

All questions regarding this Policy must be directed to the Policy Administrator by emailing distribution@goli.com. The Policy Administrator shall be solely responsible for determining whether a violation of the Policy has occurred and communicating decisions to resellers regarding the Policy.