

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

The BC Bud Corporation (the “**Company**”)
Suite 2080-777 Hornby Street
Vancouver, British Columbia
V6Z 1S4

Item 2 Date of Material Change

August 4, 2023

Item 3 News Release

A news release was disseminated on August 4, 2023 through the facilities of Newswire.

Item 4 Summary of Material Change

The Company has closed an initial tranche of its non-brokered private placement (the “**Placement**”) raising gross proceeds of \$52,500 through the issuance of 700,000 units (each a “**Unit**”).

The Company’s subsidiary, BC Bud Holdings Corp. (“**Holdings**”) has entered into an amending agreement with Sutton Ventures Ltd. (“**Sutton**”), a private entity owned and controlled by CEO, Brayden Sutton, to increase the amount of the secured loan dated January 22, 2021 from \$100,000 to \$150,000 (the “**Amendment**”). All other terms of the loan remain the same.

Additionally, Holdings also entered into a loan agreement dated August 4, 2023 (the “**Loan Agreement**”) with Cybin Therapeutics Inc. (“**Cybin**”) pursuant to which Cybin has advanced to Holdings the principal amount of \$60,000 (the “**Loan**”).

Item 5 Full Description of Material Change

Placement

The Company has completed an initial tranche of the Placement (the “**Tranche**”).

The Tranche consisted of an aggregate of 700,000 Units at a price of \$0.075 per Unit generating gross proceeds of \$52,500. Each Unit comprised one common share of the Company plus one share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to acquire one common share of the Company at an exercise price of \$0.15 per share until August 4, 2026.

No finder’s fees were paid in connection with the Tranche. All securities issued in the first tranche are subject to a hold period in Canada expiring on December 5, 2023.

Amendment and Loan

Holdings entered into the Amendment increasing the principal amount of the loan made by Sutton to \$150,000. Holdings also entered into the Loan Agreement with Cybin for

the Loan. The Loan is due on July 30, 2024 and bears interest at a rate of 8% per annum, payable upon maturity. The Loan will be secured by a general security interest in the personal property of Holdings. Cybin is a private entity in which both Brayden Sutton, CEO and director and Josh Taylor, President and director, are controlling shareholders.

As a result of the relationship of these Sutton and Cybin to the Company, they are "related parties" to the Company within the meaning of Multilateral Instrument 61-101-Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). As such, the Amendment and the Loan each, constitutes a "related party transaction" within the meaning of MI 61-101.

The Amendment and the Loan (collectively, the "**Loans**") do not impact the holdings of either Brayden Sutton or Josh Taylor in the Company.

The Company has not entered into any agreement with an interested party or a joint actor with an interested party in connection with the Loans.

The board of directors approved the Loans, with Brayden Sutton and Josh Taylor abstaining from voting. There are no prior valuations in respect of the Company or the Loans and neither the board of the Company nor its officers are aware of the existence of any such valuation. There are no prior valuations of Holdings completed in the 24 months before the date of the Loans.

The Loans are each exempt from the formal valuation (pursuant to subsections 5.5(a) and 5.7(1)(a) of MI 61-101 as the fair market value of the transactions, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization.

The material change report in connection with the Loans was not filed 21 days in advance of the completion of Loans for the purposes of Section 5.2(2) of MI 61-101 on the basis that the determination to proceed with the Loans was not made until the date of this report.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Brayden Sutton is knowledgeable about the material change and the Report and may be contacted (778) 656-0377.

Item 9 Date of Report

August 4, 2023