

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

The BC Bud Corporation (the “**Company**”)
Suite 830-999 West Broadway
Vancouver, British Columbia
V5Z 1K5

Item 2 Date of Material Change

November 20, 2024

Item 3 News Release

A news release was disseminated on November 20, 2024 through the facilities of Stockwatch.

Item 4 Summary of Material Change

The Company has closed a non-brokered private placement (the “**Placement**”) raising gross proceeds of \$375,000 through the issuance of 25,000,000 units (each a “**Unit**”).

Item 5 Full Description of Material Change

The Company has completed the Placement raising aggregate gross proceeds of \$375,000.

The Company issued 25,000,000 Units at a price of \$0.015 per Unit. Each Unit consisted of one common share and one share purchase warrant. Each warrant entitles the holder to acquire an additional common share at a price of \$0.10 per share for a period of 24 months.

All securities issuable in the placement are subject to a statutory four-month hold period expiring on March 21, 2025. No finders’ fees were payable in connection with the placement.

Three insiders of the Company subscribed for a total of 1,673,000 Units for aggregate subscription proceeds of \$100,380, as follows:

- (a) Mr. Brayden Sutton purchased 1,000,000 Units indirectly through Sutton Ventures Ltd. for an aggregate cost of \$15,000; and
- (b) Mr. Lachlan McLeod purchased 1,000,000 Units directly for an aggregate cost of \$15,000; and
- (c) Mr. Karim Mohamedani purchased 1,000,000 Units directly for an aggregate cost of \$15,000.

(collectively, the “Insider Participation”).

As Mr. Sutton and Mr. McLeod are officers of the Company and Mr. Mohamedani is the holder of greater than 10% of the Company’s voting securities on a partially diluted basis, they are all “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 Insider Participation constitutes a "related party transaction" within the meaning of MI 61-101

Prior to the Insider Participation, Ms. Sutton held, indirectly through Sutton Ventures Ltd., 17,037,500 common shares and 2,037,500 warrants of the Company representing 21.8% of the Company's issued and outstanding shares on an undiluted basis and 23.9% of the Company's shares on a partially diluted basis (assuming the exercise of warrants held by him only) and he now holds 18,037,500 common shares and 3,037,500 warrants of the Company representing 17.5% of the Company's issued and outstanding shares on an undiluted basis and 19.89% of the Company's shares on a partially diluted basis.

Prior to the Insider Participation, Mr. McLeod held nil common shares of the Company and he now holds 1,000,000 common shares and 1,000,000 warrants of the Company representing 0.97% of the Company's issued and outstanding shares on an undiluted basis and 1.92% of the Company's shares on a partially diluted basis (assuming the exercise of the warrants held by him only).

Prior to the Insider Participation, Mr. Mohamedani held 6,444,000 common shares and 3,422,000 warrants of the Company, representing 8.27% of the Company's issued and outstanding shares on an undiluted basis and 12.13% of the Company's shares on a partially diluted basis (assuming the exercise of warrants held by him only) and he now holds 7,440,000 common shares and 4,422,000 warrants of the Company representing 7.22% of the Company's issued and outstanding shares on an undiluted basis and 11.05% of the Company's shares on a partially diluted basis.

Other than the subscription agreements between Sutton Ventures Ltd., Mr. McLeod and Mr. Mohamedani and the Company relating to the private placement, the Company has not entered into any agreement with an interested party or a joint actor with an interested party in connection with the Placement.

The board of directors approved the Placement. There are no prior valuations in respect of the Company or the Placement and neither the board of the Company nor its officers are aware of the existence of any such valuation.

The Insider Participation is exempt from the formal valuation (pursuant to subsections 5.5(a) and (b) of MI 61-101 as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization, and no securities of the Company are listed or quoted for trading on prescribed stock exchanges or stock markets) and minority shareholder approval requirements of MI 61-101 (pursuant to subsection 5.7(1)(b)) as it was a distribution of securities for cash and neither the fair market value of the units distributed to, nor the consideration received from, interested parties exceeded \$2,500,000 and the Company has one or more independent directors who are not employees of the Company and who approved the Placement).

The material change report in connection with the Placement was not filed 21 days in advance of the closing of the Placement for the purposes of Section 5.2(2) of MI 61-101 on the basis that the subscriptions under the Placement were not available to the Company until shortly before the closing.

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**

November 22, 2024