

Form 51-102F3

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Xebra Brands Ltd.  
410-1111 Melville Street  
Vancouver, BC V6E 3V6

**Item 2 Date of Material Change**

February 12, 2025

**Item 3 News Release**

The press release was disseminated on February 13, 2025 through Accesswire.

**Item 4 Summary of Material Change**

**Xebra Brands Ltd. (“Xebra” or the “Company”)**, a cannabis company, announced that it closed the shares for debt transaction (the “**Debt Settlement**”) as previously announced on January 22, 2025. The Company settled aggregate debt of \$448,146 of accrued liabilities for fees and expenses owed to certain officers, directors, consultants and service providers of the Company, through the issuance of 8,962,917 common shares of the Company (the “**Settlement Shares**”) at a deemed price of \$0.05 per Settlement Share (the “**Debt Settlement**”).

A total of 7,476,000 Settlement Shares issuable under the Debt Settlement are subject to a hold period of four months and one day from the date of issuance.

Certain directors and officers of the Company (the “**Insiders**”) were issued 3,730,917 Settlement Shares pursuant to the Debt Settlement. Accordingly, the issuance of such Settlement Shares to the Insiders pursuant to the Debt Settlement constitutes a “related party transaction” as such term is defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). Xebra is relying on exemptions from the formal valuation and minority shareholder approval requirements provided under MI 61-101 pursuant to section 5.5(b) and section 5.7(1)(b) of MI 61-101.

**Item 5 Full Description of Material Change**

See attached press release for details.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102 Not applicable.**

**Item 7**

**Omitted Information**

Not applicable.

**Item 8**

**Executive Officer**

Rodrigo Gallardo, Interim CEO and President

Phone: 1(833) XEBRA 88

**Item 9**

**Date of Report**

February 14, 2025



## **NEWS RELEASE**

# **Xebra Brands Announces Closing of Shares for Debt Transaction**

*NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR RELEASE, PUBLICATION, DISTRIBUTION OR DISSEMINATION DIRECTLY, OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES*

**Vancouver, BC, Canada, February 13, 2025, Xebra Brands Ltd. ("Xebra" or the "Company") (XBRA: CSE) (XBRAD: OTCQB) (9YC0: FSE)**, a cannabis company, is pleased to announce that it has closed the shares for debt transaction (the "**Debt Settlement**") as previously announced on January 22, 2025. The Company settled aggregate debt of \$448,146 (the "**Debt**") of accrued liabilities for fees and expenses owed to certain officers, directors, consultants and service providers of the Company, through the issuance of 8,962,917 common shares of the Company (the "**Settlement Shares**") at a deemed price of \$0.05 per Settlement Share (the "**Debt Settlement**").

The Company issued the Settlement Shares to settle the Debt in order to preserve its funds for operations and continued growth opportunities. 7,476,000 Settlement Shares issuable under the Debt Settlement are subject to a hold period of four months and one day from the date of issuance. The Debt Settlement is subject to the final acceptance of the Canadian Securities Exchange (The "CSE").

Certain directors and officers of the Company (the "**Insiders**") were issued 3,730,917 Settlement Shares pursuant to the Debt Settlement. Accordingly, the issuance of such Settlement Shares to the Insiders pursuant to the Debt Settlement constitutes a "related party transaction" as such term is defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). Xebra is relying on exemptions from the formal valuation and minority shareholder approval requirements provided under MI 61-101 pursuant to section 5.5(b) and section 5.7(1)(b) of MI 61-101.

Further to the Company's press release on January 22, 2025, the Company intends to complete a non-brokered private placement in the aggregate amount for up to 3,000,000 units of the Company (each, a "Unit") at a price of \$0.05 per Unit for gross proceeds of up to \$150,000 (the "**Offering**"). Each Unit will consist of one common share of the Company (a "**Common Share**") and one-half of one Common Share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder thereof to acquire one Common Share (a "**Warrant Share**") at an exercise price of \$0.10 per Warrant Share at any time for a period of twenty-four (24) months following the closing of the Offering. Closing of the Offering is subject to settlement of definitive documentation and the receipt of all regulatory approvals, including the approval of the CSE.

The securities issued under the Debt Settlement have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and were not to be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release

shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

## **ABOUT XEBRA**

Xebra Brands Ltd. is an international leading cannabis company dedicated to providing high-quality CBD products to consumers around the world. With a focus on compliance, quality, and innovation, Xebra is committed to leading the way in the CBD industry.

*Rodrigo Gallardo*  
Interim CEO

For more information contact:

+1 (833) XEBRA 88  
ir@xebrabrands.com

### *Cautionary Note Regarding Forward-Looking Information*

*Certain information contained in this press release constitutes forward-looking statements under applicable securities laws. Any statements that are not statements of historical fact may be deemed to be forward-looking statements, these include, without limitation, statements regarding Xebra Brands Ltd.'s expectations in respect of its ability to successfully execute its business plan or business model, the completion of the Offering on the terms anticipated or at all, and the ability to obtain necessary approvals in connection with the Debt Settlement. All statements, other than statements of historical facts, are forward-looking information and statements. The words "aim", "believe", "expect", "anticipate", "contemplate", "target", "intends", "continue", "plans", "budget", "estimate", "may", "will", and similar expressions identify forward-looking information and statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by Xebra as of the dates of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to, the inability of Xebra to retain the authorizations granted by COFEPRIS, failure to receive required regulatory approvals for securities offerings, the inability to generate sufficient revenues or to raise sufficient funds to carry out its business plan; changes in government legislation, taxation, controls, regulations and political or economic developments in various countries; risks associated with agriculture and cultivation activities generally, including inclement weather, access to supply of seeds, poor crop yields, and spoilage; compliance with import and export laws of various countries; significant fluctuations in cannabis prices and transportation costs; the risk of obtaining necessary licenses and permits; inability to identify, negotiate and complete potential acquisitions, dispositions or joint ventures for any reason; the ability to retain key employees; dependence on third parties for services and supplies; non-performance by contractual counter-parties; general economic conditions; the continued growth in global demand for cannabis products and the continued increase in jurisdictions legalizing cannabis; and the timely receipt of regulatory approvals for license applications on terms satisfactory to Xebra. In addition, there is no assurance Xebra will: be a low-cost producer or exporter; obtain a dominant market position in any jurisdiction; have products that will be unique. The foregoing list is not exhaustive and Xebra undertakes no obligation to update or revise any of the foregoing except as required by law. Many of these uncertainties and contingencies could affect Xebra's actual performance and cause its actual performance to differ materially from what has been expressed or implied in any forward-looking statements made by, or on behalf of, Xebra. Readers are cautioned that forward-looking statements are not guarantees of future performance and readers should not place undue reliance on such forward-looking statements. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those set out in such statements.*