

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address**

Happy Supplements Inc. (the "**Company**")  
Suite 800 - 1199 West Hastings Street Vancouver,  
British Columbia V6E 3T5

**Item 2 Date of Material Change**

March 8, 2021

**Item 3 News Release**

The Company issued a news release on March 8, 2021 relating to the material change, which was disseminated through Stockwatch and subsequently filed on SEDAR.

**Item 4 Summary of Material Change**

The Company announced that effective March 8, 2021 Mr. Michael Gonzalez has resigned as a director of the Company and Mr. Joseph Meagher has resigned as the Chief Financial Officer and Corporate Secretary of the Company. The Company is pleased to announce the appointment of Mr. Joel Shacker and Mr. Geoffrey Balderson to the Company's board of directors effective immediately. Mr. Balderson has also been appointed the Company's CFO and Corporate Secretary.

**Item 5 Full Description of Material Change**

See attached news release.

**Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable. This report is not being filed on a confidential basis.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and this report:

Geoff Balderson, CFO and Corporate Secretary  
Telephone: (236) 521-2177

**Item 9 Date of Report**

March 17, 2021

**Happy Supplements Inc.**  
Suite 1680 – 200 Burrard Street  
Vancouver, British Columbia, V6C 3L6

NEWS RELEASE

**HAPPY SUPPLEMENTS ANNOUNCES  
APPOINTMENT OF DIRECTORS AND OFFICER**

**Vancouver, British Columbia** – March 8, 2021 – Happy Supplements Inc. (CSE: FITT) (the “Company”) announces that effective today, Mr. Michael Gonzalez has resigned as a director of the Company and Mr. Joseph Meagher has resigned as the Chief Financial Officer and Corporate Secretary of the Company. The Company would like to thank both for their efforts and wishes them success in their future endeavours.

The Company is pleased to announce the appointment of Mr. Joel Shacker and Mr. Geoffrey Balderson to the Company’s board of directors effective immediately. Mr. Balderson has also been appointed the Company’s CFO and Corporate Secretary.

Mr. Shacker has worked extensively in the finance space over the last 7 years. Currently he serves as the Chief Executive Officer and a director for Core One Labs Inc., an emerging biotechnology research and development company in the psychedelics as alternative medicines space. During his time as the CEO of Thoughtful Brands Inc., a vertically integrated ecommerce cannabis company, Mr. Shacker led the company from a non-revenue generating entity, to one that generates over \$30,000,000 per year. He has overseen operations across North America, Europe, Central America and South America. Mr. Shacker has been on the board of numerous public companies which have collectively raised over \$50,000,000 including Weekend Unlimited Inc., Gold Line Resources and Balsam Technologies Corp. His expertise in the emerging markets, coupled with his business acumen to implement successful growth strategies, has allowed him to become one of the top young CEO’s in the public markets. He has acquired and integrated over 20 different assets across multiple industries, resulting in over \$150,000,000 in acquisitions over his career. Mr. Shacker holds an Honor Business Administration degree from Ivey Business School specializing in finance.

Mr. Balderson has an extensive background in business and has worked in the capital markets for over 20 years. He currently acts as an officer and director of multiple TSX Venture Exchange and Canadian Securities Exchange listed companies. Mr. Balderson is the President of Harmony Corporate Services Ltd., a Vancouver based company that provides administrative services to publicly listed companies. Prior to this he was an Investment Advisor with two Canadian investment dealers.

Steve Pear, CEO, stated "On behalf of the Company, I am very pleased to welcome Joel and Geoffrey to our board of directors. We are confident that their vast experience will be of great value to the Company".

**About Happy Supplements**

Happy Supplements Inc. is an innovative beverage cannabis company focused on delivering high quality CBD beverages both online and through local market retailers. Happy Supplements utilizes social media to deliver educational experiences with their customer base while demonstrating their innovative beverage technology..

ON BEHALF OF THE BOARD of DIRECTORS

**Steve Pear**  
**Chief Executive Officer and Director**

*For further information please contact:*

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Company URL: [www.happytea.com](http://www.happytea.com)  
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***The CSE does not accept responsibility for the adequacy or accuracy of this release.***

***Cautionary Statement***

*This news release contains certain forward-looking information and forward-looking statements within the meaning of applicable securities legislation (collectively "forward-looking statements"). The use of any of the word "will" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Such forward-looking statements should not be unduly relied upon.. Actual results achieved may vary from the information provided herein as a result of numerous known and unknown risks and uncertainties and other factors. The Company believes the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct. The Company does not undertake to update these forward-looking statements, except as required by law.*