

Form 51-102F3
Material Change Report

1. Name and Address of Company

Happy Supplements Inc.
Suite 800-1199 West Hastings Street
Vancouver, BC V6E 3T5

2. Dates of Material Change(s)

October 6, 2021

3. News Release(s)

The news release dated October 7, 2021, was disseminated via Accesswire and subsequently filed on SEDAR.

4. Summaries of Material Changes

On October 6, 2021, the Company has entered into debt settlement agreements with certain creditors of the Company. Pursuant to these agreements, the Company has agreed to issue an aggregate of 71,250 common shares (“Common Shares”) in the capital of the Company at a deemed price of \$1.20 per Common Share to settle an aggregate of \$85,500.00 of outstanding debt (collectively, the “Shares for Debt Transactions”). All securities issued pursuant to the Shares for Debt Transactions will be subject to a hold period of four months and one day from the date of issuance, in accordance with applicable securities legislation.

5. Full Description of Material Changes

See attached news release.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Geoff Balderson, CFO
236-521-0626

9. Date of Report

October 7, 2021



CSE: HAPY
Frankfurt: 015, WKN: A2QK6P

NEWS RELEASE

HAPPY SUPPLEMENTS APPOINTS KIA TAEB, VANCOUVER KINESIOLOGIST, AS AN ADVISOR TO THE BOARD

Vancouver, British Columbia – October 6, 2021 – Happy Supplements Inc. (CSE: HAPY) (FRANKFURT: 015, WKN: A2QK6P) (the “**Company**”) is pleased to announce that it has appointed Kia Taeb, founder of KT Fitness Innovations and Kia Taeb Health as an advisor to the Company’s board of directors.

Mr. Taeb is a Kinesiologist with over five years of experience focusing on work with clients that suffer from chronic pain and depression. Through the rehabilitation process with his clients, Kia has firsthand knowledge of how CBD can act as a catalyst and provide further healing for his clients, when incorporated with manual muscle therapies. Kia is currently pursuing a Masters’ designation in Osteopathy, and with his experience and this specialized training he will be a value-added member of the advisory team, focusing on the formulating of new tinctures and product lines.

The Company also announces that it has engaged Media Relations Publishing (“**Media Relations**”), and its managing director, Carsten Schmider, an arm’s length party to the Company, to provide digital marketing services to the Company for a period of three (3) months. The services will be provided at the request of the Company, from time-to-time, based upon an advertising budget determined by the Company, and will include the creation of content, online search optimization and digital advertisement placement (collectively, the “**Services**”). In consideration for providing the Services, the Company has agreed to pay Media Relations CDN\$448,770 for the Services, which shall commence on the date of payment and end on January 6, 2022.

The Company is not obligated to distribute any content through, or utilize the services of, Media Relations, and may terminate the engagement at any time by providing thirty days written notice. Consideration offered to Media Relations does not include any securities of the Company. Aside from this engagement, the Company does not have any relationship with Media Relations.

Media Relations’ business address is located at Marie-Curie Str. 3, 50321, Bruehl, NRW, Germany, email is carstenschider1972@gmail.com and telephone number is +49 (0) 17670244313.

The Company also announces that it has engaged AC Management and Marketing Corp., (“**ACMM**”), and its managing director, Adam Cegielski, an arm’s length party to the Company, to provide digital marketing services to the Company for a period of one (1) year. The services will be provided at the request of the Company, from time-to-time, based upon an advertising budget determined by the Company, and will include the creation of content, online search optimization and digital advertisement placement (collectively, the “**Services**”). In consideration for providing the Services, which shall commence on the date of payment and end on October 6, 2022, the Company has agreed to pay to ACMM CDN \$450,000.

The Company is not obligated to distribute any content through, or utilize the services of, ACMM, and may terminate the engagement at any time by providing thirty days written notice. Consideration offered to ACMM does not include any securities of the Company. Aside from this engagement, the Company does not have any relationship with ACMM.

ACMM’s business address is located at 2260 Bennington Gate, Oakville, Ontario, L6J 5Z5, email is Adam@AC-Management.com, and telephone number is 905-510-8890.

In addition to the above, the Company has entered into debt settlement agreements with certain creditors of the Company. Pursuant to these agreements, the Company has agreed to issue an aggregate of 71,250 common shares (“**Common Shares**”) in the capital of the Company at a deemed price of \$1.20 per Common Share to settle an aggregate of \$85,500.00 of outstanding debt (collectively, the “**Shares for Debt Transactions**”). All securities issued pursuant to the Shares for Debt Transactions will be subject to a hold period of four months and one day from the date of issuance, in accordance with applicable securities legislation.

About Happy Supplements

Happy Supplements Inc. is an innovative beverage company focused on delivering high quality 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:

investors@happytea.com

Happy Supplements Inc.

Company URL: www.happytea.com

Phone: 1-236-521-0626

The CSE does not accept responsibility for the adequacy or accuracy of this release.

This news release may contain certain “Forward-Looking Statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities laws. When or if used in this news release, the words “anticipate”, “believe”, “estimate”, “expect”, “target”, “plan”, “forecast”, “may”, “schedule” and similar words or expressions identify forward-looking statements or information. Such statements represent the Company’s current views with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social risks, contingencies and uncertainties. Many factors, both known and unknown, could cause results, performance, or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations.