

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Bettermoo(d) Food Corporation
800-1199 West Hastings Street
Vancouver, BC V6E 3T5

Item 2 Date of Material Change

February 27, 2023

Item 3 News Release

A news release was disseminated on February 27, 2023, through the facilities of Stockwatch and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company has completed the first tranche of its previously announced non-brokered private placement (the "Private Placement") through the issuance of 8,632,566 units (the "Units") at a price of \$0.33 per Unit for gross proceeds of \$2,848,747.05. Each Unit consists of one (1) share (each, a "Share") and one (1) transferable Share purchase warrant (each, a "Warrant"). Each Warrant entitles the holder thereof to purchase one (1) additional Share of the Company for a period of two (2) years from closing at a price of \$0.41 per Share. The Private Placement has been upsized by \$1,000,000 and the Company anticipates closing further tranches on or before April 8, 2023 to raise gross proceeds of up to \$4,000,000.

Item 5 Full Description of Material Change

See attached news release for full description of material change.

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

Geoff Balderson, CFO is knowledgeable about the material change and the Report and may be contacted at 236-521-0626.

Item 9 Date of Report

March 2, 2023



CSE: MOOO
OTCQB: MOOOF
FWB: 015, WKN: A3DNBE

NEWS RELEASE

bettermoo(d) Announces Closing of First Tranche of Upsized Non-Brokered Private Placement

Vancouver, British Columbia, Canada – February 27, 2023 – **bettermoo(d) Food Corporation** (CSE: **MOOO**), (OTCQB: **MOOOF**), (Frankfurt: **0150**, WKN: **A3DNBE**) (the “**Company**” or “**bettermoo(d) Food**”), is pleased to announce that it has closed the first tranche (the “**First Tranche**”) of its previously announced non-brokered private placement (the “**Private Placement**”) through the issuance of 8,632,566 units (the “**Units**”) at a price of \$0.33 per Unit for gross proceeds of \$2,848,747.05. Each Unit consists of one (1) share (each, a “**Share**”) and one (1) transferable Share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one (1) additional Share of the Company for a period of two (2) years from closing at a price of \$0.41 per Share. The Private Placement has been upsized by \$1,000,000 and the Company anticipates closing further tranches on or before April 8, 2023 to raise gross proceeds of up to \$4,000,000.

The net proceeds from the Private Placement will be used for working capital and general corporate purposes of the Company.

Under the First Tranche closing, arms-length finders acting in connection to the Private Placement received fees in the aggregate amount of \$119,297.29 cash and 355,507 share purchase warrants (each a, “**Broker Warrant**”). Each Broker Warrant entitles the holder thereof to purchase one (1) additional Share of the Company for a period of two (2) years from closing at a price of \$0.41 per Broker Warrant Share. In addition, the Company issued 86,326 Shares of the Company to a third-party in consideration for administrative services rendered in connection with the Private Placement.

Pursuant to applicable securities laws, all securities issued under the Private Placement are subject to a statutory hold period of four months and a day expiring on June 28, 2023.

ABOUT BETTERMOO(D) FOOD CORPORATION

bettermoo(d) Food Corporation is an innovative beverage company focused on delivering high quality products through online and in-store retail platforms. Bettermoo(d) Food Corporation utilizes social media to deliver educational experiences for their customer base while demonstrating - pioneering beverage technologies.

ON BEHALF OF THE BOARD OF DIRECTORS

Steve Pear
Chief Executive Officer and Director
bettermoo(d) Food Corporation

For further information please contact:

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Website: www.bettermoo.com

Phone: 1-855-715-1865

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

This news release includes certain “forward-looking statements” under applicable Canadian securities legislation, including the anticipated use of the proceeds of the Private Placement and the corporate objectives of the Company. Forward-looking statements are necessarily based upon several estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward looking statements. Such factors include, but are not limited to general business, economic, competitive, political, and social uncertainties, and uncertain capital markets. Readers are cautioned that actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.