

**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**

March 1, 2024

**Item 3 News Release**

A news release was disseminated on March 1, 2024, through the facilities of Stockwatch and subsequently filed on SEDAR+.

**Item 4 Summary of Material Change**

The Company announced that it has closed the final tranche (the "Second Tranche") of its previously announced non-brokered private placement (the "Private Placement") through the issuance of 320,000 units (the "Units") at a price of \$1.57 per Unit for gross proceeds of \$502,400. 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 five (5) years from issuance, at a price of \$1.96 per Warrant Share.

Under the Second Tranche closing, the Company issued 6,400 Shares ("Administrative Shares") of the Company to Amalfi Corporate Services Ltd. ("Amalfi"), in consideration for administrative services rendered in connection with the Private Placement

**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**

Nima Bahrami, CEO is knowledgeable about the material change and the Report and may be contacted at 236-521-0626.

**Item 9 Date of Report**

March 1, 2024



CSE: MOOO  
OTCQB: MOOOF  
FWB: 0I5A, WKN: A3D8PP

## NEWS RELEASE

### **bettermoo(d) Announces Closing of Final Tranche of Non-Brokered Private Placement**

Vancouver, British Columbia, Canada – March 1, 2024 – bettermoo(d) Food Corporation (CSE: **MOOO**), (OTCQB: **MOOOF**), (Frankfurt: **0I5A**, WKN: **A3D8PP**) (the “**Company**” or “**bettermoo(d) Food**”), is pleased to announce that it has closed the final tranche (the “**Second Tranche**”) of its previously announced non-brokered private placement (the “**Private Placement**”) through the issuance of 320,000 units (the “Units”) at a price of \$1.57 per Unit for gross proceeds of \$502,400. 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 five (5) years from issuance, at a price of \$1.96 per Warrant Share.

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

Under the Second Tranche closing, the Company issued 6,400 Shares (“**Administrative Shares**”) of the Company to Amalfi Corporate Services Ltd. (“**Amalfi**”), in consideration for administrative services rendered in connection with the Private Placement. The first tranche (the “**First Tranche**”) closed on January 31, 2024, and consisted of the distribution of 127,694 Units for gross proceeds of \$200,478 and issuance of 2,554 Administrative Shares of the Company to Amalfi in consideration for administrative services rendered in connection with the Private Placement. No other finders’ fees or commissions were paid in connection with completion of the Private Placement. Amalfi is a private company controlled by Geoff Balderson. Mr. Balderson serves as CFO, Corporate Secretary and a director of the Company.

#### *MI 61-101 Disclosure*

Amalfi, a private company controlled by Geoff Balderson, CFO, Corporate Secretary and a director of the Company, will receive an aggregate total of 6,400 Administrative Shares in consideration for administrative services rendered in connection with the Private Placement. The issuance of the Administrative Shares to Amalfi is considered to be a “related party transaction” as defined under Multilateral Instrument 61-101 (“**MI 61-101**”). The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the issuance of the Administrative Shares issued to Amalfi do not exceed twenty-five percent (25%) of the market capitalization of the Company, as determined in accordance with MI 61-101.

Pursuant to applicable securities laws, all securities issued under the Second Tranche are subject to a statutory hold period until July 2, 2024.

## **ABOUT BETTERMOO(D) FOOD CORPORATION**

bettermoo(d) Food Corporation is an innovative plant-based dairy alternative food and beverage company based in Vancouver, British Columbia Canada, launching Moodrink™, a nutritious dairy-alternative beverage with a revolutionary flavour. Moodrink™ includes a blend of herbs and flowers similar to what cows ate, before the time of mass livestock production. Like rich dairy products, Moodrink™ contains added healthy plant fats and vitamins, so consumers don't miss out. The "Moodrink" is just the beginning of the revolution for the Vancouver based dairy-alternative company, bettermoo(d).

Driven by the motto "What A Cow Eats and A Human Needs" bettermoo(d) seeks to produce dairy alternative products that are good for both people and the planet – ensuring that all products are nutritious and sustainably sourced, and that also emulate the great taste of traditional milk from the Alps regions of Switzerland, France and Austria. Working with food scientists, the Company's goal is to conduct continuous food research and development programs with the aim of rolling out a full line of dairy alternative products, including Moogurt and Bætter, as well as many other products, that are better for YOU and better for the planet.

### **ON BEHALF OF THE BOARD OF DIRECTORS**

Nima Bahrami

Chief Executive Officer and Director

**bettermoo(d) Food Corporation**

#### ***For further information please contact:***

Email: [investors@bettermoodfoodcorporation.com](mailto:investors@bettermoodfoodcorporation.com)

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Phone: 1-855-715-1865

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

This news release may contain certain forward-looking statements and forward-looking information within the meaning of the applicable Canadian and U.S. securities laws, including the United States Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, included herein including, without limitation, statements with respect to the anticipated commercial production of Moodrink, are forward-looking statements. 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.