

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

August 30, 2024

Item 3 News Release

A news release was disseminated on August 30, 2024, through the facilities of Newswire and subsequently filed on SEDAR+.

Item 4 Summary of Material Change

On August 30, 2024, the Company announced it has closed its non-brokered private placement (the "**Private Placement**") previously announced on July 26, 2024 and May 3, 2024. The Private Placement consisted of 2,114,428 units (the "**Units**") at a price of \$0.70 per Unit for gross proceeds of \$1,480,100.60. Each Unit consists of one (1) common share of the Company (each, a "**Share**") and one (1) transferable Share purchase warrant (each, a "**Warrant**"). Each Warrant will entitle the holder to purchase one (1) Share for a period of five (5) years from the closing date of the Private Placement at a price of \$0.88 per Share.

Pursuant to applicable securities laws, all securities issued under the Private Placement are subject to a statutory hold period until December 31, 2024.

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.

Item 7 Omitted Information

No significant facts have been omitted from this report.

Item 8 Executive Officer

Nima Bahrami, CEO is knowledgeable about the Material Change Report and may be contacted by phone at 236-521-0626 or by email at nima@bettermoo.com.

Item 9 Date of Report

August 30, 2024



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

NEWS RELEASE

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

Vancouver, British Columbia, Canada – August 30, 2024 – bettermoo(d) Food Corporation (CSE: MOOO), (OTCQB: MOOOF), (Frankfurt: 0I5A, WKN: A3D8PP) (the “**Company**” or “**bettermoo(d)**”) is pleased to announce it has closed its non-brokered private placement (the “**Private Placement**”) previously announced on July 26, 2024 and May 3, 2024, through the issuance of 2,114,428 units (the “**Units**”) at a price of \$0.70 per Unit for gross proceeds of \$1,480,100.60. Each Unit consists of one (1) common share of the Company (each, a “**Share**”) and one (1) transferable Share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder to purchase one (1) Share for a period of five (5) years from issuance at a price of \$0.88 per Share.

The Company intends to utilize the net proceeds of the Private Placement to support its existing operations, projects and for general working capital purposes.

The Company has also issued 21,144 Shares at a price of \$0.70 per Share (“**Administrative Shares**”) of the Company to Amalfi Corporate Services Ltd. (“**Amalfi**”), in consideration for administrative services rendered. 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 is a private company controlled by Geoff Balderson, CFO, corporate secretary and a director of the Company, and an issuance of Administrative Shares to Amalfi is considered to be a “related party transaction” as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“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 Admin Fee Shares issued to Amalfi will not exceed twenty-five percent (25%) of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report more than 21 days before the expected closing of the Private Placement as closing occurred on an expedited basis.

Pursuant to applicable securities laws, all securities issued under the Private Placement are subject to a statutory hold period until December 31, 2024.

The securities to be issued pursuant to the Private Placement have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. 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.



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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:

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This news release may contain certain forward looking statements and forward looking information (collectively, "Forward-Looking Statements") 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 use of the proceeds from the Private Placement, continuous food research and development programs, and the rolling out of a full line of products, 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. The CSE does not accept responsibility for the adequacy or accuracy of this release.