

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Balsam Technologies Corp.
Suite 1000, 409 Granville Street
Vancouver, BC V6C 1T2

Item 2 Date of Material Change

August 31, 2021

Item 3 News Release

A news release was disseminated on August 31, 2021, through the facilities of Stockwatch and Baystreet and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company completed an over-subscribed non-brokered private placement (the "**Financing**") of 3,884,500 subscription receipts (each, a "**Receipt**") at a price of \$1.00 per Receipt for gross proceeds of \$3,884,500. Proceeds from the Financing are being held in escrow pending completion of the Company's proposed acquisition of all the outstanding share capital of Blender Bites Incorporated, which was announced by the Company on March 18, 2021 (the "**Transaction**"). Following completion of the Transaction, each Receipt will be automatically converted into one common share of the Company and one-half-of-one common share purchase warrant of the Company, with each warrant entitling the holder thereof to purchase one additional common share of the Company at a price of \$2.00 per share until August 31, 2023.

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

Joel Shacker is knowledgeable about the material change and the Report and may be contacted 236-521-0626.

Item 9 Date of Report

September 2, 2021.

BALSAM TECHNOLOGIES CORP.
Suite 1000, 409 Granville Street
Vancouver, British Columbia, V6C 1T2

NEWS RELEASE

BALSAM CLOSES OVER-SUBSCRIBED SUBSCRIPTION RECEIPT OFFERING

August 31, 2021 – Vancouver, British Columbia – Balsam Technologies Corp. (the “**Company**”) (TSXV: BTEC.H) is pleased to announce that it has completed an over-subscribed non-brokered private placement (the “**Financing**”) of 3,884,500 subscription receipts (each, a “**Receipt**”) at a price of \$1.00 per Receipt for gross proceeds of \$3,884,500. Proceeds from the Financing are being held in escrow pending completion of the Company’s proposed acquisition of all of the outstanding share capital of Blender Bites Incorporated, which was announced by the Company on March 18, 2021 (the “**Transaction**”). Following completion of the Transaction, each Receipt will be automatically converted into one common share of the Company and one-half-of-one common share purchase warrant of the Company, with each warrant entitling the holder thereof to purchase one additional common share of the Company at a price of \$2.00 per share until August 31, 2023.

Net proceeds of the Financing will be used for working capital and general corporate purposes of the Company upon completion of the Transaction. All securities issued in connection with the Financing are subject to a statutory hold period expiring on January 1, 2022.

In connection with completion of the Transaction and the conversion of the Receipts, the Company will issue 38,845 common shares to Winchester Advisory Ltd., an arm’s-length third-party, for administrative services rendered in connection with the Financing.

Completion of the Transaction remains subject to receipt of regulatory approvals. The Transaction cannot close until the required approvals are obtained, and the Company’s common shares have been delisted from the TSX Venture Exchange. There can be no assurance that the Transaction will be completed as proposed or at all, or that the Company’s common shares will be listed and posted for trading on any stock exchange. Trading in the Company’s common shares is currently halted and it is anticipated that trading will remain halted until completion of the Transaction.

For further information, contact:

Joel Shacker, Chief Executive Officer
joelshacker@hotmail.com

On behalf of the Board of Directors,

Balsam Technologies Corp.

Joel Shacker, Chief Executive Officer

Neither the TSX Venture Exchange nor its regulation services provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. Neither the TSX Venture Exchange, nor the Canadian Securities Exchange, has in any way passed upon the merits of the proposed

Transaction and has neither approved nor disapproved the contents of this press release.

Completion of the Transaction is subject to a number of conditions, including but not limited to, the consent of the TSX Venture Exchange to the delisting of the Company, the Canadian Securities Exchange having conditionally accepted the listing of the Company, and disinterested shareholder approval. The Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the listing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the terms and conditions of the proposed Transaction; and the proposed use of proceeds from the Financing. Forward-looking statements are necessarily based upon a number of 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, uncertain capital markets; and delay or failure to receive board, shareholder or regulatory approvals. There can be no assurance that the Transaction will proceed on the terms contemplated above or at all and that such statements will prove to be accurate, as 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.