

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**ITEM 1. NAME AND ADDRESS OF COMPANY**

Atlas Global Brands Inc. (the “**Company**” or “**Atlas**” or “**Atlas Global**”)  
566 Riverview Drive, Unit 104  
Chatham, Ontario  
N7M 0N2

**ITEM 2. DATE OF MATERIAL CHANGE**

June 21, 2024

**ITEM 3. NEWS RELEASE**

The news release with respect to the material change was issued on June 21, 2024 through the facilities of Stockwatch. A copy of the news release has been filed on the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

On June 21, 2024 the Company announced that the Company and its subsidiaries: GreenSeal Cannabis Company, Ltd., GreenSeal Nursery, Ltd., AgMedica BioScience Inc., Wellworth Health Corp., 5047346 Ontario Inc., 8050678 Canada Inc. Tavivat Naturals Inc. (together with the Company, collectively, the “**Atlas Group**”) have been granted an initial order under the *Companies’ Creditors Arrangement Act* (the “**CCAA**”), giving it an opportunity to restructure its business and financial affairs (the “**Order**”).

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

**5.1 Full Description of Material Change**

On June 21, 2024 the Company announced that the Atlas Group have been granted an Order under the CCAA, giving it an opportunity to restructure its business and financial affairs.

The Atlas’ Group’s application under the CCAA was heard by the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) on June 20, 2024. Following the hearing, the Court granted the Order, which, among other things: (i) granted a stay of proceedings in favour of the Atlas Group up to and including June 27, 2024; and (ii) appointed Ernst & Young Inc. as Court-appointed monitor of the Atlas Group (in such capacity, the “**Monitor**”).

After extensive consultation with legal and financial advisors, and thorough consideration of all available alternatives, the directors of each member of the Atlas Group determined that it was in the best interests of the Atlas Group and its stakeholders to seek creditor protection under the CCAA.

The Atlas Group is scheduled to return to Court for a hearing on June 27, 2024 (the “**Comeback Hearing**”) at which time it intends to seek, among other relief, an Amended and Restated Initial Order, an extension of the stay of proceedings, and interim financing that would allow the Atlas Group to stabilize its operations, consider possible transactions, and emerge from the CCAA Proceedings as a going concern.

One of the Company's creditors, Stoke Canada Finance Corp., has made an application to have a receiver appointed over the Company's receivables and related assets. Unless resolved, that application will be heard at the Comeback Hearing.

The Company however continues to believe that the protection afforded by the CCAA will allow the Atlas Group to stabilize operations in order to consider potential restructuring transactions that would benefit all stakeholders, including the sale of all or substantially all of the business or assets of the Atlas Group through a court-supervised sales process.

**For further information regarding the CCAA Proceedings of the Atlas Group:**

A copy of the Order, and other information relating to the CCAA Proceedings will be available on the Monitor's website at [www.ey.com/ca/atlasglobal](http://www.ey.com/ca/atlasglobal). Additional enquiries for the Monitor may be directed to Ernst & Young Inc., in its capacity as Court-appointed monitor of the Atlas Group.

Contact: Greg Adams

Telephone: 1-833-453-2983 or 416-943-8046

Email: [Atlasglobal.Monitor@ca.ey.com](mailto:Atlasglobal.Monitor@ca.ey.com)

**5.2 Disclosure of Restructuring Transactions**

Not applicable

**ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

**ITEM 7. OMITTED INFORMATION**

There are no significant facts required to be disclosed herein which have been omitted.

**ITEM 8. EXECUTIVE OFFICER**

For further information please contact Bernie Yeung, Chief Executive Officer of Atlas Global:

By Phone: (844) 415-6961

By Email: [invest@atlasglobalbrands.com](mailto:invest@atlasglobalbrands.com)

**ITEM 9. DATE OF REPORT**

June 22, 2024

*This material change report contains contains "forward-looking information" within the meaning of applicable securities laws. Any such forward-looking statements may be identified by words such as "expects", "anticipates", "intends", "contemplates", "believes", "projects", "plans" and similar expressions. Readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements in this release include statements regarding Atlas Group's intention to complete proceedings*

*under the CCAA, and that the protection afforded by the CCAA will allow the Atlas Group to address its liquidity issues and stabilize operations. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance, or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that such forward-looking statements will occur as described herein. The Company assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances or actual results unless required by applicable law. Readers are encouraged to refer to the Company's disclosure available on its SEDAR profile (at [www.sedarplus.com](http://www.sedarplus.com)) for information as to the risks and other factors which may affect the Company's business objectives and strategic plans.*