

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

Item 1. Name and Address of Company

Yummy Bear Goods Inc. (the “**Company**”)
25th floor, 700 W. Georgia St.
Vancouver, BC V7Y 1B3

Item 2. Date of Material Change

June 30, 2021 and July 6, 2021.

Item 3. News Release

On June 30, 2021 and July 6, 2021, respectively, the Company issued news releases with respect to the material change described below.

Item 4. Summary of Material Change

On June 30, 2021, Yummy Bear Goods Inc. completed (the “**Closing**”) the business combination (the “**Transaction**”) between the company formerly named Yummy Bear Goods Inc. (“**Yummy Bear**”) and Fire River Gold Corp. (“**Fire River**”) to form Yummy Bear Goods Inc. The Company will continue as the business of Yummy Bear, which is imports and sales of low sugar plant-based candy confectionaries.

On July 8, 2021, the Company Shares were delisted from the TSX Venture Exchange (the “**TSXV**”). On July 9, 2021, the Company Shares commenced trading on the Canadian Securities Exchange (the “**CSE**”) under the symbol “YUMMY”.

Item 5. Full Description of Material Change

On June 30, 2021, Yummy Bear Goods Inc. completed the Transaction between Yummy Bear and Fire River Gold Corp. to form Yummy Bear Goods Inc. The Company will continue as the business of Yummy Bear, which is imports and sales of low sugar plant-based candy confectionaries.

The Company filed a listing statement in respect of the listing of the common shares of the Company (“**Company Shares**”) dated June 30, 2021. As previously announced in Fire River’s press release dated June 24, 2021, prior to Closing the Company received conditional approval from the CSE for the Transaction. On July 8, 2021, the Company Shares were delisted from the TSXV. On July 9, 2021, the Company Shares commenced trading on the CSE under the symbol “YUMMY”.

Equity Financing Raises \$3,080,000

Concurrently with the Closing, the Company completed a share financing (the “**Financing**”) consisting of 2,053,328 Company Shares (each, a “**Financing Share**”) at a price of \$1.50 per Financing Share for gross proceeds of \$3,080,000. The Financing was completed through the issuance of securities of Yummy Bear, which were exchanged for the Financing Shares on Closing.

Reverse Take-Over by Yummy Bear

Pursuant to a business combination agreement with Yummy Bear (the “**Business Combination Agreement**”), the Company acquired Yummy Bear, and at Closing former holders of common shares of Yummy Bear were issued an aggregate of 22,000,000 Company Shares (on a post-Consolidation basis, as described below, and which does not include any Yummy Bear shares which were exchanged for Company Shares pursuant to the Financing). Outstanding common share purchase warrants of Yummy Bear were exchanged on a pro rata basis for warrants to acquire Company Shares (“**Company Warrants**”).

After the Closing, including the Financing, the Company has 27,488,132 issued and outstanding

Company Shares, and 22,380,953 issued and outstanding Company Warrants (adjusted to reflect the Consolidation) exercisable for 22,380,953 Company Shares.

Following the Closing, certain holders of securities of the Company were required to deposit securities owned or controlled by them into escrow pursuant to the policies of the CSE and applicable securities laws.

Fire River Consolidation

Immediately prior to the Closing, Fire River completed a 3-to-1 share consolidation (the “**Consolidation**”) to reduce the number of issued and outstanding common shares from 10,304,415 pre-consolidated common shares to 3,434,804 Company Shares (adjusted for rounding).

Changes to Management and Board of Directors

Effective June 30, 2021, David Bentil resigned as Chief Executive Officer and a director of the Company, and Quinn Field-Dyte resigned as a director of the Company. Concurrently with Closing, the Company’s board of directors was reconstituted to be the following: Erica Williams (who has also been appointed to serve as Chief Executive Officer of the Company), Sue He (who has also been appointed to serve as Chief Financial Officer of the Company), Cassidy McCord and Rachel King.

Trading Halt, TSXV Voluntary Delisting and CSE Listing

Trading in Company Shares on the TSXV was halted on April 5, 2021 in accordance with the policies of the TSXV. On June 11, 2021, the Company submitted an application for voluntary delisting from the TSXV. On July 8, 2021, the Company Shares were delisted from the TSXV. On July 9, 2021, the Company Shares commenced trading on the CSE under the symbol “YUMY”.

About the Company

The business of the Company is continuing as the business of Yummy Bear.

The Company is an affordable health-conscious low-sugar plant-based confectionary company based in Vancouver, British Columbia and it has developed a portfolio of healthier gelatine-free candies made from Non-GMO ingredients with proprietary recipes. All of its products are free of gelatin, soy, gluten, nuts, dairy, eggs, sugar alcohols, artificial sweeteners and genetically modified organisms.

The Company was founded by its current Chief Executive Officer, Erica Williams. Ms. Williams studied Kinesiology at the University of the Fraser Valley while working in the health and fitness industry as a health and wellness coach and competing in fitness competitions across Canada.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

Executive Officer: Erica Williams
Chief Executive Officer
Telephone: 604-449-2026
Email: erica@yummybear.com

Item 9. Date of Report

July 9, 2021