



NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102 Continuous Disclosure Obligations

Item 1 Name of Parties to the Transaction

Yummy Bear Goods Inc. (formerly Fire River Gold Corp.) (the “**Company**”)

1295304 B.C. Ltd.

Yummy Bear Goods Inc. (now amalgamated with, and continuing as, 1295304 B.C. Ltd.)

Item 2 Description of the Transaction

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.

The Company filed a listing statement (the “**Listing Statement**”) in respect of the listing of the common shares of the Company (“**Company Shares**”) dated June 30, 2021. 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”.

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 “YUMMY”.

Item 3 Effective Date of the Transaction

June 30, 2021.

Item 4 Names of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity

No party ceased to be a reporting issuer after the Transaction. The Company changed its name from “Fire River Gold Corp.” to “Yummy Bear Goods Inc.” in connection with the Transaction.

Item 5 Date of the Reporting Issuer’s first financial year-end after the Transaction if applicable

January 31, 2022.

Item 6 The Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer’s First Financial Year after the Transaction, if applicable

The Company will file:

- a) Consolidated financial statements for the six months ended July 31, 2021 (to be filed no later than September 29, 2021);
- b) Consolidated financial statements for the nine months ended October 31, 2021 (to be filed no later than December 30, 2021);
- c) Consolidated financial statements for the year ended January 31, 2022 (to be filed no later than May 31, 2022);
- d) Consolidated financial statements for the three months ended April 30, 2022 (to be filed no later than June 29, 2022);

- e) Consolidated financial statements for the six months ended July 31, 2022 (to be filed no later than September 29, 2022);
- f) Consolidated financial statements for the nine months ended October 31, 2022 (to be filed no later than December 30, 2022); and
- g) Consolidated financial statements for the year ended January 31, 2023 (to be filed no later than May 31, 2023).

Item 7 Documents filed under NI 51-102 that describe the Transaction

The Company filed the Business Combination Agreement, Listing Statement and other material contracts on www.sedar.com (“**SEDAR**”) on June 30, 2021. The Company filed on SEDAR on June 30, 2021 a news release announcing the completion of the Transaction. The Company filed on SEDAR on July 6, 2021 a news release regarding the voluntary delisting from the TSXV and commencement of trading on the CSE. The Company filed on SEDAR on July 9, 2021 a material change report with respect to the Transaction.