

Form 51-102F3
Material Change Report

Item 1. Name and Address of Reporting Issuer

The Good Flour Corp. (the “Company” or “GFCO”)
Suite 106 – 131 Water Street
Vancouver BC V6B 4M3, Canada

Item 2. Date of Material Change

November 5, 2021

Item 3. News Release

News releases announcing the material changes referred to in this report were issued through Newsfile Corp. on November 4, 2021 and November 8, 2021 and copies are filed on SEDAR.

Item 4. Summary of Material Change

On November 4, 2021, the Company announced that it has completed its name change from “LOOPShare Ltd.” to “The Good Flour Corp.” Subsequently, the Company announced that it will begin trading on the Canadian Securities Exchange at open of market on November 8, 2021 under the symbol “GFCO”. The Company also announced that it has closed its previously announced acquisition of VGAN Brands Inc. (the “Transaction”).

Item 5.1 Full Description of Material Change

Name Change

Prior to completion of the Transaction, the Company changed its name to “The Good Flour Corp.” to reflect its focus on disrupting the global flour market.

Closing of the Transaction and Listing

For a full description of the material change, please see the news release attached as Schedule “A” to this Material Change Report.

Board of Directors and Management

Upon closing of the Transaction on November 5, 2021, Roop Mundi and Evan Southern resigned as directors of the Company and Brooke Hurford resigned as Chief Financial Officer of the Company. The board of directors of the Company is now comprised of Matthew Clayton, Olen Aasen, Paul Sparkes, Hamid Salimian and Denis Silva. Dean Golbeck will now serve as the Company’s Chief Financial Officer.

Item 5.2 **Disclosure for Restructuring Transactions**

Not Applicable.

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**

The name and business telephone number of an officer who is knowledgeable about the material change and this report is as follows:

Olen Aasen, Director
Phone: (604) 568-1598
Fax: N/A

Item 9. **Date of Report**

November 9, 2021

Schedule “A”



The Good Flour Corp. (formerly LOOPShare Ltd.) Begins Trading on the Canadian Securities Exchange Under Ticker Symbol “GFCO”

VANCOUVER, BRITISH COLUMBIA November 8, 2021 – The Good Flour Corp. (CSE: GFCO) (OTC: LPPPF) (“**GFCO**” or the “**Company**”) is pleased to announce that it will begin trading on the Canadian Securities Exchange (the “**CSE**”) at open of market on November 8th under the symbol “**GFCO**”. The Company also announces that it has closed its previously announced acquisition of VGAN Brands Inc. (the “**Transaction**”).

Chief Executive Officer, Matthew Clayton stated, “I am very excited that the transaction has closed and The Good Flour Corp. will commence trading on the Canadian Securities Exchange. The Company’s mission is to provide a gluten-free, allergen free, hassle-free all-purpose baking flour blend that would allow individuals with gluten and other food allergies to enjoy life without giving up their favorite foods or settling for low-quality alternatives. The Company also provides gluten and allergen free fried chicken batter, fish & chip batter, pizza & pasta mix, tempura batter, pancake and waffle blend, cake mix and pizza crusts.”

Further details regarding the Transaction and the Company are set out in the Company’s Listing Statement which is available on SEDAR at www.sedar.com.

About The Good Flour Corp.

For additional information on The Good Flour Corp. please refer to www.goodflour.co.

Company Contact

info@goodflour.co

604-568-1598

Cautionary Note Regarding Forward-Looking Information

This news release contains "forward-looking information" concerning anticipated developments and events related to GFCO Ltd. that may occur in the future. Forward looking information contained in this news release includes, but is not limited to, statements with respect to the Company’s future business objectives and product details.

In certain cases, forward-looking information can be identified by the use of words such as "expects", "intends", "anticipates" or variations of such words and phrases or state that certain actions, events

or results "may", "would", or "might" suggesting future outcomes, or other expectations, assumptions, intentions or statements about future events or performance. Forward-looking information contained in this news release is based on certain factors and assumptions regarding, among other things, the timely receipt of regulatory approvals; the ability to source ingredients; the ability to attract qualified management and staff; the ability to effectively expand manufacturing and production capacity; the success of market initiatives and the ability to grow brand awareness; the ability to obtain retail partners to distribute Company's products; the ability to attract, maintain and expand relationships with key strategic restaurant and food service partners and the Company will continue to have access to financing until it achieves profitability. While GFCO considers these assumptions to be reasonable, they may be incorrect.

Forward looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results to be materially different from any future results expressed by the forward-looking information. Such factors include risks related to general business, economic and social uncertainties; local and global market and economic uncertainties arising in respect of the COVID-19 pandemic; litigation, availability of key product ingredients; legislative, environmental and other judicial, regulatory, political and competitive developments; failure to effectively expand manufacturing and production capacity; the ability to obtain retail partners to distribute Company's products; failure to attract, maintain and expand relationships with key strategic restaurant and food service partners; changing consumer taste preferences; delay or failure to receive regulatory approvals; the sufficiency of our cash to meet liquidity needs; failure to attract qualified management and staff, labour disputes; and the additional risks identified in the "Risk Factors" section of GFCO's filings with applicable Canadian securities regulators.

Although GFCO has attempted to identify factors that could cause actual results to differ materially from those described in forward-looking information, there may be other factors that cause results not to be as anticipated. Readers should not place undue reliance on forward-looking information. The forward-looking information is made as of the date of this news release. Except as required by applicable securities laws, the Company does not undertake any obligation to publicly update forward-looking information.