

NOTICE OF CHANGE IN CORPORATE STRUCTURE

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

Item 1 Names of the Parties to the Transaction

The Good Flour Corp. (formerly, LOOPShare Ltd.) (the “**Company**”), and VGAN Brands Inc. (“**VGAN**”).

Item 2 Description of the Transaction

On November 5, 2021, the Company completed a business combination transaction (the “**Transaction**”) pursuant to which it acquired VGAN. Pursuant to the Transaction, the Company issued 60,075,000 class “A” shares in the capital of the Company (the “**Shares**”) in exchange for the common shares of VGAN.

Pursuant to the Transaction:

- The Company changed its name to “The Good Flour Corp.”; and
- VGAN became a wholly-owned subsidiary of the Company.

Effective at the opening of November 8, 2021 the Shares commenced trading on the Canadian Securities Exchange (the “**CSE**”) under the symbol “GFCO”.

Item 3 Effective Date of the Transaction

November 5, 2021.

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

Not Applicable.

Item 5 Date of the Reporting Issuer’s First Financial Year-End after the Transaction, if applicable

June 30, 2021. Although the reverse takeover acquiree is the Company, from an accounting perspective, the financial statements and year end of the Company will be those of the reverse takeover acquirer (VGAN).

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 following is a summary of the transitional statements to be filed following completion of the Transaction:

- (i) Interim comparative unaudited consolidated financial statements of VGAN for the three months ended September 30, 2021 as compared to the three months ended September 30, 2020.

The following is a summary of the Company's financial reporting periods in its first financial year subsequent to the completion of the Transaction:

- (i) Interim comparative unaudited consolidated financial statements of the Company for the three and six months ended December 31, 2021, as compared to the three and six months ended December 31, 2020.
- (ii) Interim comparative unaudited consolidated financial statements of the Company for the three and nine months ended March 31, 2022, as compared to the three and nine months ended March 31, 2021.
- (iii) Annual comparative audited consolidated financial statements of the Company for the year ended June 30, 2022, as compared to the year ended June 30, 2021.

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

On July 8, 2021, the Company disseminated and filed on SEDAR a news release announcing the proposed Transaction.

On July 14, 2021, the Company filed on SEDAR a copy of the Share Exchange Agreement dated July 6 among the Company, VGAN and all of VGAN's then holders of common shares.

On July 14, 2021, the Company filed on SEDAR a material change report regarding the new release announcing the proposed Transaction.

On October 25, 2021, the Company disseminated and filed on SEDAR a news release announcing the Conditional Approval of the CSE to list the shares of the Company on the CSE following the completion of the Transaction.

On November 2, 2021, the Company filed on SEDAR the Listing Statement of the Company dated October 29, 2021 prepared in connection with the listing of the shares of the Company on the Canadian Securities Exchange and describing the Transaction.

On November 4, 2021, the Company disseminated and filed on SEDAR a news release providing an update on the Transaction.

On November 8, 2021, the Company disseminated and subsequently filed on SEDAR a news release announcing the closing of the Transaction and related matters.

On November 9, 2021, the Company filed on SEDAR a material change report regarding the closing of the Transaction and related matters.

Dated: November 9, 2021