

**Form 51-102F3
Material Change Report**

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

NEVIS BRANDS INC.
1100- 1199 W. Hasting Street
Vancouver, B.C. V6E3T5

Item 2 Date of Material Change

June 21, 2023

Item 3 News Release

June 21, 2023
Filed with Sedar and Stockwatch

Item 4 Summary of Material Change

The Company clarified the disclosure in a press release dated May 18, 2023 regarding de-listing from the TSX.V. That news release said that shareholders of the Company owning 56% of the issued shares of the Company (“Shares”) approved the re-organization of the Company, including de-listing from the TSX.V.

The Company clarified that approval was not sought from all shareholders. There was no meeting of shareholders. Instead, the 56% shareholder approval was obtained by a written consent resolution from only some shareholders.

Item 5 Full Description of Material Change

On May 18, 2023, the Company issued a news release regarding de-listing from the TSX.V. That news release said that shareholders of the Company owning 56% of the issued shares of the Company (“Shares”) approved the re-organization of the Company, including de-listing from the TSX.V.

The Company wishes to clarify that approval was not sought from all shareholders. There was no meeting of shareholders. Instead, the 56% shareholder approval was obtained by a written consent resolution from only some shareholders.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

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

Item 8 **Executive Officer**
John Kueber– CEO
Telephone: 425-380-2151
Email: kueber@gmail.com

Item 9 **Date of Report**
June 21, 2023