

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

**Item 1 – Name and Address:**

Lotus Ventures Inc. (the “**Company**” or “**Lotus**”)  
4861 South Grandview Flats Road,  
Armstrong BC,  
V0E 1B5

**Item 2 - Date of Material Change:**

August 16, 2024

**Item 3 – News Release:**

The news release was disseminated on August 19, 2024 via Newsfile and filed through SEDAR+.

**Item 4 – Summary of Material Change:**

On August 19, 2024, the Company announced the completion of transactions (the “**Transaction**”) pursuant to its subscription agreement dated May 3, 2024 with 5008679 Ontario Limited (the “**Purchaser**”), as amended and restated on June 4, 2024 and further amended on July 15, 2024, and the provisions of a reverse-vesting order granted by the Supreme Court of British Columbia In Bankruptcy and Insolvency on June 14, 2024.

**Item 5 – Full Description of Material Change:**

**5.1 Full Description of Material Change**

As part of the completion of the Transaction, among other things, the Company has issued to the Purchaser 1,000 common shares of the Company (the “**Subscribed Shares**”) for an aggregate, all-inclusive purchase price of \$2,538,398.00 and all of the previously issued and outstanding securities of the Company (other than the Subscribed Shares) have been cancelled without consideration. The Purchaser is now the sole securityholder of the Company by way of the issuance of the Subscribed Shares.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

The Company is not relying on subsection 7.1(2) of National Instrument 51-102.

**Item 7 - Omitted Information:**

There is no omitted information.

**Item 8 – Executive Officer:**

For further information, please contact:

Albert Duwyn, President, at [albertduwyn@gmail.com](mailto:albertduwyn@gmail.com).

**Item 9 – Date of Report:**

August 19, 2024

**Forward-Looking Information:**

This document includes certain statements that are not descriptions of historical facts but are forward-looking statements. Such statements include, among others, those concerning the delisting of Lotus from the CSE and OTC Markets and the timing thereof, receipt of a revocation order relating to the applicable cease trade order of Lotus, Lotus ceasing to be a reporting issuer in Alberta, BC and Ontario, our expected financial performance and strategic and operational plans, our future operating results, our expectations regarding the market for medical and recreational cannabis products, our expectations regarding the continued growth of the medical and recreational cannabis market, as well as all assumptions, expectations, predictions, intentions, or beliefs about future events. Users are cautioned that any such forward-looking statements are not guarantees of future performance and that a number of risks and uncertainties could cause our actual results to differ materially from those anticipated, expressed or implied in the forward-looking statements. These risks and uncertainties have not been documented or mentioned in this document nor other communications made by the company. The words "believe," "expect," "anticipate," "project," "targets," "optimistic," "intend," "aim," "will" or similar expressions are intended to identify forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. The Company assumes no obligation and does not intend to update any forward-looking statements, except as required by law.

***The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this Material Change Report.***