

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

Item 1. Name and Address of Company

BZAM Ltd. (the “**Company**” or “**BZAM**”)
Suite 518 – 19100 Airport Way
Pitt Meadows, B.C., V3Y 0E2

Item 2. Date of Material Change

December 5, 2023

Item 3. News Release

On December 6, 2023, a news release in respect of the material change was disseminated by the Company through Canada Newswire. A copy of the news release is appended as Schedule “A” and was filed under the Company’s profile on SEDAR+ at www.sedarplus.ca.

Item 4. Summary of Material Change

On December 6, 2023, the Company announced that it had entered into a share exchange agreement (the “**Agreement**”) with Final Bell Canada Inc., a corporation incorporated under the laws of the Province of Ontario (“**FBC**”), and its sole shareholder Final Bell Holdings International Ltd., a corporation incorporated under the laws of the Province of British Columbia (the “**FBC Shareholder**”) to purchase and acquire all of the issued and outstanding common shares of FBC from the FBC Shareholder (the “**Transaction**”) in exchange for 90,000,000 common shares in the capital of the Company (the “**Purchaser Shares**”), at a deemed price per Purchaser Share of \$0.15 (the “**Issue Price**”). The Transaction is scheduled to close on or about December 18, 2023, and is subject to customary closing conditions and covenants.

Item 5. Full Description of Material Changes

On December 5, 2023, the Company entered into the Agreement relating to the Transaction. Under the terms of the Agreement, on closing of the Transaction (“**Closing**”), the Company will pay a purchase price (the “**Purchase Price**”) as follows:

- (a) A cash payment on Closing in the amount of \$100.00;
- (b) The issuance on Closing of 90,000,000 Purchaser Shares to the FBC Shareholder, at the Issue Price.

FBC operates a consolidated group of businesses providing end-to-end solutions to leading cannabis brands through integrated product development, manufacturing, and supply chain management, including in the design and technology space, offering industrial design, engineering, manufacturing, branding, and child-resistant packaging solutions for cannabis vaporizers, edibles, and related products.

The Transaction is scheduled to close on or about December 18, 2023, and is subject to customary closing conditions and covenants. A full description of the material change is contained in the news release attached hereto as Schedule “A”.

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

Not Applicable.

Item 7. Omitted Information

Not Applicable.

Item 8. Executive Officer

Sean Bovingdon, Chief Financial Officer of the Company, who is knowledgeable about the details of the material change, may be contacted at 844-256-2926.

Item 9. Date of Report

December 7, 2023

SCHEDULE "A"

(See attached)



BZAM to Acquire Final Bell's Canadian Operation, forming 5th Largest Canadian L.P.; Adding Final Bell Holdings International as Strategic Shareholder

Vancouver, British Columbia and Van Nuys, California, December 6, 2023 – Building on a mutual strategy of delivering the best portfolio of cannabis products to consumers, BZAM Ltd. (the "**Company**" or "**BZAM**") (CSE: BZAM) (US-OTC: BZAMF) has entered into a definitive share exchange agreement dated December 5, 2023, (the "**Agreement**") to acquire Final Bell Canada Inc. ("**FBC**") from Final Bell Holdings International Ltd. ("**FBHI**"), the companies announced today (the "**Transaction**").

Under the terms of the Agreement, FBHI, the sole shareholder of FBC, will receive 90,000,000 common shares of BZAM at a deemed price of \$0.15 per share, representing approximately one-third of the issued and outstanding shares of BZAM (the "**BZAM Shares**") following the closing of the Transaction (the "**Closing**"), which is anticipated to occur on or about December 18, 2023, subject to customary closing conditions. BZAM will also enter into a supply agreement under which FBHI's wholly owned subsidiary, 14th Round Inc., will continue to provide industry leading child-resistant packaging, high-tech vaporization hardware, and pre-roll cones to BZAM.

"This Transaction combines BZAM's cultivation, production, and sales infrastructure with the exceptional portfolio of international brands that Final Bell has brought to market in Canada. FBHI, together with Greg Boone and his team at FBC, have done an incredible job introducing the biggest names in cannabis to Canadian consumers and creating significant value in the process. We are pleased to bring this team and these brands to BZAM," said Matt Milich, Chief Executive Officer of BZAM. "This combination also brings in FBHI as an invaluable strategic shareholder to the Company, which creates additional opportunities for long term growth and value creation."⁽²⁾

"This combination places the combined entity as the 5th largest Canadian L.P. on a proforma basis"⁽¹⁾⁽²⁾ said Robert Meyer, CEO of FBHI. "BZAM's demonstrated prowess in the Canadian marketplace, coupled with our brand portfolio and packaging and hardware innovation are a recipe for continued growth with many competitive advantages."⁽²⁾

"We are proud of the work we have done to bring many of the leading cannabis brands from California to Canada and I am excited to continue the work of developing those brands under the BZAM umbrella with the incredible resources BZAM brings to the table," said Greg Boone, CEO of FBC.

As part of the Transaction, Greg Boone will join BZAM as President and Jennifer Maccarone will join as VP of Operations. FBC's Chief Legal Officer Christy Zhou will assume the same role at BZAM, and Lana MacKenzie will also take on a senior role within BZAM. Matt Milich will remain as CEO of BZAM. In addition, FBHI will be entitled to appoint a new member to BZAM's board of directors.

Further to the Transaction, the combined Company will be the Canadian home of some of the most recognizable international brands in the cannabis industry – including Cookies, Sherbinskis, and Wyld.

Transaction Details

In consideration for all the issued and outstanding common shares of FBC, upon Closing, BZAM will issue 90,000,000 BZAM Shares to FBHI, representing an ownership stake of approximately 33% of the combined Company following Closing. This Transaction does not constitute a fundamental or significant acquisition under CSE Policy.

In accordance with the terms of the Agreement, FBHI will enter into a contractual lock-up agreement, whereby the BZAM Shares received at Closing shall be subject to a lock-up, with 1/3 of being released on the 4-month, 8-month, and 12-month anniversaries of the date such shares are issued. As part of the Transaction, FBC will retain a promissory note issued to FBHI in the amount of \$4 million, bearing zero percent interest, maturing March 31, 2025, and subordinate to BZAM's current credit facility.

The Transaction is expected to achieve significant cost synergies through the reduction of selling, general and administrative expense, as well as supply chain and distribution integration and optimization.⁽²⁾

Clarus Securities Inc. acted as the exclusive financial advisor to BZAM, with compensation of 3% of the purchase price, equating to 2,700,000 common shares of BZAM, to be issued upon successful completion of the Transaction.

About BZAM Ltd.

BZAM Ltd. (CSE: BZAM) (US-OTC: BZAMF) is a leading Canadian cannabis producer. The BZAM family includes core brands BZAM™, TGOD™, ness™, Highly Dutch Organic™, TABLE TOP™, and partner brands Dunn Cannabis, FRESH and Wyld. BZAM operates facilities in BC, Ontario and Quebec, as well as a retail store in Regina, Saskatchewan.

BZAM's Common Shares and certain warrants issued under the indentures dated June 12, 2020, October 23, 2020 and December 10, 2020 currently trade on the CSE under the symbol "BZAM", "BZAM.WR", "BZAM.WA", and "BZAM.WB" respectively. BZAM's Shares trade in the U.S. on the OTCQX under the symbol "BZAMF". For more information on BZAM Ltd., please visit www.bzam.com.

About Final Bell International Ltd.

Final Bell enables innovation at scale for the cannabis industry. Founded by experienced cannabis industry operators, Final Bell offers an owned, end-to-end supply chain solution that allows leading cannabis brands to quickly move products from concept to shelf, across multiple geographies, while maintaining the quality and experience their customers demand. Its hardware and packaging division, 14TH Round Inc., delivers the most advanced vaporization devices and child-resistant packaging solutions to market.

Notes:

1. Based on estimated retail sales from HyFire Analytics for calendar Q3 2023.
2. This is forward-looking information and based on a number of assumptions. See "Cautionary Statements". This target, and the related assumptions, involve known and unknown risks and uncertainties that may cause actual results to differ materially. While BZAM and FBC believe there is a reasonable basis for this target, such target may not be met. Actual results may vary and differ materially from the targets.

CONTACT INFORMATION

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Cautionary Statements

*This news release includes statements containing certain "forward-looking information" within the meaning of applicable securities law ("**forward-looking statements**"). Forward looking statements in this release include, but are not limited to, statements about the timing and achievement of closing of the Transaction, statements about the Company becoming the fifth largest Canadian licensed producer, statements about future revenue, statements about cost synergies and overhead reductions, statements about future production and manufacturing, statements about achievement of value for shareholders, statements about reduction in cost of goods sold and general and administrative expenses, statements about the offering of any particular products by the Company in any jurisdiction, statements regarding the future performance or future growth of the Company, statements about future development and delivery of products of the Company, and statements about the level of demand for Company's products. Forward-looking statements are frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "should", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this news release. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties (including market conditions) and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements, including those risk factors described in the Company's most recent Annual Information Form filed with Canadian securities regulators and available on the Company's issuer profile on SEDAR at www.sedar.com. Although the Company believes that the assumptions and factors used in preparing the forward-looking information or forward-looking statements in this news release are reasonable, undue reliance should not be placed on such information and no assurance can be given that such events will occur in the disclosed time frames or at all. The forward-looking information and forward-looking statements included in this news release are made as of the date of this news release. The Company is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.*

Neither the CSE nor the CSE's Regulation Services Provider (as that term is defined in the policies of CSE) accept responsibility for the adequacy or accuracy of this release.