

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

Item 1 Name and Address of Company

Glorious Creation Limited (the “**Company**”)
Suite 405-1328 West Pender Street
Vancouver, BC V6E 4T1

Item 2 Date of Material Change

September 14, 2022

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the facilities of Stockwatch and subsequently filed on SEDAR, on September 14, 2022.

Item 4 Summary of Material Change

On May 4, 2022 the Company announced it had entered into a definitive share exchange agreement (the “**Definitive Agreement**”) dated May 3, 2022 with Aeroponics Integrated Systems Inc. (“**AeroBloom**”) and the holders of AeroBloom shares. Pursuant to the Definitive Agreement, the Company will, subject to certain conditions, acquire all of the issued and outstanding securities of AeroBloom (collectively, the “**Transaction**”).

The Company provided an update announcing it has entered into an amending agreement to the Amalgamation Agreement dated September 13, 2022 (the “**Amendment**”) in order to amend certain material terms of the Transaction and to address certain new developments.

Item 5 Full Description of Material Change

See the news release attached as Schedule “A” for a full description of the material change.

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

Liam Corcoran is knowledgeable about the material change and the Report and may be contacted at (778) 889-4966.

Item 9 Date of Report

September 15, 2022.

“SCHEDULE A”

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GLORIOUS CREATION PROVIDES UPDATE ON PREVIOUSLY ANNOUNCED ACQUISITION OF AEROBLOOM

Vancouver, British Columbia, September 14, 2022 – Glorious Creation Limited ("**Glorious**" or the "**Company**") (CSE: GCIT.X), is pleased to provide an update, further to its news release dated May 4, 2022 (the "**Initial News Release**"), on its previously announced acquisition of Aeroponics Integrated Systems Inc. ("**AeroBloom**" and together with "**Glorious**" the "**Parties**"), to take place pursuant to a definitive share exchange agreement (the "**Definitive Agreement**") dated May 3, 2022 among the Company, AeroBloom and the shareholders of AeroBloom (the "**Transaction**").

The Transaction is an arm's length transaction and will constitute a "fundamental change" of Glorious as such term is defined in the Canadian Securities Exchange (the "**CSE**") Policy 8 – Fundamental *Changes & Changes of Business* and is subject to CSE approval. Following completion of the proposed Transaction, the Company (the "**Resulting Issuer**") will hold all of the assets and continue the business of AeroBloom.

Transaction Amendments and Updates

Further to the news release dated August 23, 2022, the Company completed a non-brokered private placement offering (the "**Offering**"), issuing an aggregate of 4,225,818 common shares of the Company ("**Glorious Shares**") at a price of \$0.25 per Glorious Share for gross proceeds of \$1,056,454.50. The Company paid finders' fees in the total amount of \$2,400 to certain arm's length finders who assisted with the Offering. The net proceeds of the Offering and the AeroBloom Financing (as defined below) are expected to be used for general working capital requirements and to cover costs and expenses in connection with the proposed Transaction.

On May 3, 2022, the Parties entered into the Definitive Agreement outlining the principal terms and conditions of the Transaction. The Parties have now entered into an amending agreement to the Amalgamation Agreement dated September 13, 2022 (the "**Amendment**") in order to amend certain material terms of the Transaction and to address certain new developments, as follows:

- the Parties have extended the outside date to complete the proposed Transaction to July 31, 2023 (the "**Outside Date**");
- AeroBloom will conduct a crowdfunding regulation financing of up to approximately 13,513,513 common shares ("**AeroBloom Shares**") at a price of US\$0.37 per AeroBloom Share for gross proceeds of up to US\$5,000,000 (the "**AeroBloom Financing**"), and will deposit US\$2,500,000 of the proceeds from such financing (the "**Escrowed Proceeds**") into escrow until the earlier of the closing of the Transaction or termination of the Definitive Agreement, at which point the Escrowed Proceeds will be delivered back to AeroBloom, subject to payment of a Termination Fee (as described below). The net proceeds of the AeroBloom Financing are expected to be used for marketing and advertising AeroBloom's products and the AeroBloom Financing, leasing costs, the repayment of outstanding indebtedness, general working capital requirements and to cover costs and expenses in connection with the AeroBloom Financing;

- AeroBloom will be required to pay a termination fee of \$1,000,000 to the Company if the Definitive Agreement is terminated due to AeroBloom's breach or failure to satisfy any closing condition for the benefit of the Company;
- in consideration for the acquisition of the AeroBloom Shares (including AeroBloom Shares issued pursuant to the AeroBloom Financing), the Company will issue from treasury to the shareholders of AeroBloom pro rata to their respective holdings of AeroBloom Shares, such number of Glorious Shares as is equal to the Canadian dollar equivalent of US\$16,155,344, at a price per Glorious Share equal to the Canadian dollar equivalent of the AeroBloom Financing price per share (the "**Payment Shares**"). While the Transaction is currently structured as a share exchange, the parties have acknowledged and agreed that the Transaction may be restructured as a three-cornered amalgamation or other form of business combination determined by the legal and tax advisors to each of AeroBloom and the Company, acting reasonably, which will result in AeroBloom becoming a wholly-owned subsidiary of the Company.

For further details on the Transaction, readers are referred to the Initial News Release, which is available under the Company's profile on SEDAR at www.sedar.com.

Trading Halt

The Glorious Shares are currently halted from trading, and the trading of the Glorious Shares is expected to remain halted pending completion of the Transaction.

About AeroBloom

AeroBloom is a private company incorporated under the laws of California. AeroBloom's core business is the development and use of proprietary aeroponics technology to harvest and cultivate various crops including tomatoes and bell peppers for distribution and retail. AeroBloom's technology, which includes hardware, software, and know-how (unique growing protocols) for the optimal cultivation of plant crops in controlled environments, provides advantages in terms of yield, water conservation, speed of growth, and quality of crops relative to other similar systems available for controlled environment agriculture. This, in turn, allows AeroBloom to produce food at a lower cost relative to other producers using similar systems. AeroBloom intends to construct a greenhouse capable of growing tomatoes and bell peppers using its proprietary aeroponics technology. At the same time, AeroBloom has retained Kevin McDoneld as Chief Technical Officer to develop and implement an AI software and robotics system that can be integrated into the existing aeroponics system. Mr. McDoneld has over 25 years of engineering experience including working on projects for NASA, General Electric and the US Navy.

Additional information regarding AeroBloom can be found on AeroBloom's website at aerobloom.com. Financial information regarding AeroBloom will be provided in a future news release once available.

About AeroSynergy

AeroSynergy is a Delaware limited liability company controlled by certain founders of AeroBloom. AeroSynergy has leased a cannabis-licensed building (Cultivation, Manufacturing, and Distribution licenses) and is near completion of obtaining its power upgrade and building permit. This facility is

expected to serve as a commercial-scale showcase for the yield, resource, and efficiency advantages of AeroBloom's patent pending aeroponics system to be utilized on various crops.

About Glorious Creation Limited

Glorious is incorporated under the provisions of the *Business Corporations Act* (British Columbia) with its registered and head office in Vancouver, British Columbia. Glorious is a "reporting issuer" in the provinces of Ontario, British Columbia and Alberta.

For further information, please contact:

Glorious Creation Limited
Attention: Liam Corcoran, CEO and Director
Phone: (778) 889-4966

Cautionary Note

Completion of the Transaction is subject to a number of conditions, including but not limited to, CSE acceptance and if applicable, disinterested shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Listing Statement, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company or the Resulting Issuer should be considered highly speculative. The CSE has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this news release.

The CSE does not accept responsibility for the adequacy or accuracy of this news release.

Forward Looking Information

This news release contains forward-looking statements and information that are based on the beliefs of management and that reflect the Company's current expectations. When used in this news release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this news release includes, without limitation, information regarding the terms and conditions of the Transaction, the terms of the AeroBloom Financing, the Company's expectation to complete the Name Change and carry on the business of AeroBloom, the Company's expectation to pay finders' fees in connection with the Transaction, the expectation that all Payment Shares and Finders' Shares will be subject to contractual restrictions on transfer, the composition of the board of directors of the Resulting Issuer upon completion of the Transaction and the use of proceeds from the Offering and the AeroBloom Financing. Although Glorious believes that such information is reasonable, it can give no assurance that such expectations will prove to be correct.

Such statements and information reflect the current view of Glorious. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks:

- *the risk that the Parties are unable to complete the Transaction, on the terms and conditions anticipated, or at all;*
- *the risk that if necessary, the Parties are unable to negotiate a new structure of the Transaction;*
- *there is no assurance that the AeroBloom Financing will be completed or as to the actual gross proceeds to be raised in connection with the AeroBloom Financing;*
- *there is no assurance that Glorious and AeroBloom will obtain all requisite approvals for the Transaction, including the approval of the CSE (which may be conditional upon amendments to the terms of the Transaction);*
- *risks related to the ongoing COVID-19 pandemic and the ongoing conflict in Eastern Europe and how either of these events could cause material delays in the consummation of the Transaction;*
- *unanticipated costs and expenses;*
- *new laws or regulations could adversely affect the ability of the Parties to consummate the Transaction; and*
- *other risks and factors that the Parties are unaware of at this time.*

Such forward information and statements are based on numerous assumptions, including among others, that all conditions required for the Transaction will be fulfilled prior to the Outside Date, that the Company will be able to obtain receipt of all shareholder, regulatory and third party approvals required for the Transaction, that COVID-19 or the ongoing conflict in Eastern Europe will not materially impact the consummation of the Transaction or the businesses or personnel of Glorious and AeroBloom, and that general business and economic conditions will not change in a material adverse manner. Although the assumptions made by the Company in providing forward looking information or making forward-looking statements are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those contained in, or implied by, the forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. The forward-looking information contained in this news release represents the expectations of Glorious as of the date of this news release and, accordingly, is subject to change after such date. Accordingly, readers should not rely upon this information as of any other date. While Glorious may elect to, it does not undertake to update this information at any particular time except as required in accordance with applicable laws.

U.S. Securities Law Disclaimer

This news release shall not constitute an offer to sell or the solicitation of an offer to buy the securities in the United States or to, or for the account or benefit of, any U.S. Person (as defined in Regulation S under the United States Securities Act of 1933, as amended). The Company' securities have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, or any state securities

laws and may not be offered or sold in the United States or to, or for the account or benefit of, a U.S. Person, absent registration or an applicable exemption from the registration requirements of the United States Securities Act of 1933, as amended, and applicable state securities laws.