

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Happy Belly Food Group Inc. (formerly, Plant&Co. Brands Ltd.) (the “Company”)
400-1681 Chestnut Street
Vancouver, BC V6J 4M6

Item 2: Date of Material Change

September 1, 2022.

Item 3: News Release

A news release was issued and disseminated on August 31, 2022 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that it has changed its name. See Item 5 for details.

Item 5: Full Description of Material Change

The Company announced that, effective at market open on September 1, 2022, the Company’s common shares commenced trading on the Canadian Securities Exchange under the new name, Happy Belly Food Group Inc., and the trading symbol for the Company changed from “VEGN” to “HBFG”.

The new CUSIP number for the common shares is 41138T105 and the new ISIN number is CA41138T1057.

The new CUSIP number for the warrants is 41138T113 and the new ISIN number is CA41138T1131.

The share capital of the Company remains unchanged.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

Happy Belly Food Group Inc.
Contact: shawn@plantandco.com

Item 9: Date of Report

September 1, 2022.