

Happy Belly Food Group Inc.
(the “Company”)
Form 58-101F2
Corporate Governance Disclosure

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the board of directors (the “**Board**”), be reasonably expected to interfere with the exercise of a director’s independent judgment.

Management of the Company has been delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its Audit Committee, the Board examines the effectiveness of the Company’s internal control processes and management information systems. The plenary Board reviews executive compensation and recommends stock option grants.

The non-independent member of the Board is Shawn Moniz, the CEO and Corporate Secretary of the Company. By virtue of holding the aforementioned officer positions, Mr. Moniz is deemed to have a material relationship with the Company, as defined in National Instrument 52-110 *Audit Committees*, and therefore, is not considered an independent member of the Board.

The independent members of the Board are Marco Contardi, Alex Rechichi, Mark Rechichi and Kevin Cole. Mr. Alex Rechichi is also the Company’s non-executive Chair of the Board.

Directorships

Mr. Moniz is a director of Roadman Investments Corp.

Mr. Cole is a director of Lumiera Health Inc.

Orientation and Continuing Education

When new directors are appointed to the Board, they receive orientation, commensurate with their previous experience, on the Company’s properties, business, technology and industry and on the responsibilities of directors.

Board meetings may also include presentations by the Company’s management and employees to give the directors additional insight into the Company’s business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company’s governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director’s participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board’s duties effectively and to maintain a diversity of views and experience.

The Board, alongside the Corporate Governance and Compensation Committee (the “**Committee**”), recommends the number of directors on the Board to shareholders for approval, subject to compliance with the requirements of the Business Corporations Act (*British Columbia*) (the “**BCBCA**”) and the Company’s Articles of Incorporation.

Between annual meetings, the Board, alongside the Committee, may appoint directors to serve until the next annual meeting, subject to compliance with the requirements of the BCBCA.

Individual Board members are responsible for assisting the Board in identifying and recommending new nominees for election to the Board, as needed or appropriate.

Compensation

The Board determines compensation for the directors and President, CEO, CFO and COO together with the Committee.

Several factors are used in determining management compensation, such as time allotted specifically to company related activities, experience in the type of management role, skills related to the business as well as application and implementation of said skills.

In determining the compensation for the Company’s President, CEO, CFO and COO, the Committee assesses a wide range of professional skills related to both business operations and technical abilities which have included the history of the President, CEO, CFO or COO in acting in those capacities for other publicly traded companies and the length of tenure.

Other Board Committees

In addition to the Audit Committee, the Board currently has the Committee.

The members of the Audit Committee are Shawn Moniz (Chair), Marco Contardi and Mark Rechichi.

The members of the Committee are Kevin Cole (Chair), Marco Contardi and Mark Rechichi.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.