

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Happy Belly Food Group Inc. (the “Company” or “Happy Belly”)
400-1681 Chestnut Street
Vancouver, BC V6J 4M6

Item 2: Date of Material Change

May 18, 2023.

Item 3: News Release

A news release was issued and disseminated on May 19, 2023 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that it has closed its franchise acquisition agreement (“FAA”) with PIRHO Fresh Greek Grill (“PIRHO”) on May 18, 2023. See Item 5 for further details.

Item 5: Full Description of Material Change

The Company announced that it has closed its FAA with PIRHO, a gourmet bowls, wraps, and pitas fast casual Greek restaurant with the fresh wholesome tastes of Greece and its delicious traditional foods.

As part of the transaction a Joint Venture Company (“JVCo”) was incorporated for the purposes of corporate franchise expansion and growth acceleration of PIRHO.

For 50% ownership of the JVCo, George Plagakis has vended in PIRHO, where all franchisee activities (such as collection of franchisee royalties and franchising fees) operate from, as well as all global franchising rights, brand assets, intellectual property and brand trademarks.

For 50% ownership of the JVCo, Happy Belly has issued to the JVCo \$250,000 worth of common stock based on the last 10-day VWAP leading up to the closing date of May 18, 2023 for a total of 1,666,666 common shares. Happy Belly’s shares will be insider reported and controlled.

Happy Belly has also obtained the rights to acquire the remaining 50% of the business at its optionality.

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@happybellyfg.com

Item 9: Date of Report

May 25, 2023.