

**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

August 26, 2024.

Item 3: News Release

A news release was issued and disseminated on August 27, 2024 and filed on SEDAR+ (www.sedarplus.ca).

Item 4: Summary of Material Changes

The Company announced officer changes. See Item 5 for further details.

Item 5.1: Full Description of Material Change

The Company announced the appointment of Sean Black as CEO of the Company and Shawn Moniz as President and COO of the Company, effective August 26, 2024.

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

N/A.

Item 8: Executive Officer

For further information, please contact:

Happy Belly Food Group Inc.
Shawn Moniz, President and COO
Contact: shawn@happybellyfg.com

Item 9: Date of Report

August 27, 2024.