



VIA SEDAR+

October 3, 2024

MNP LLP, Chartered Professional Accountants
3100 Steeles Avenue East, Suite 700
Markham ON L3R 8T3

Buchanan Barry LLP, Chartered Professional Accountants
840 6 Avenue Southwest
Calgary AB T2P 3E5

Dear Sirs/Mesdames:

**RE: Notice of Change of Auditors dated effective October 3, 2024
Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*
(the “Instrument”) of the Canadian Securities Administrators**

The Company hereby provides notice pursuant to the Instrument of a change of auditor by Happy Belly Food Group Inc. (the “**Company**”) from Buchanan Barry LLP, Chartered Professional Accountants to MNP LLP, Chartered Professional Accountants.

The Company confirms that:

- (a) The Company has decided to change its auditor from Buchanan Barry LLP, Chartered Professional Accountants (the “**Former Auditors**”) to MNP LLP, Chartered Professional Accountants (the “**Successor Auditors**”).

At the next annual general meeting of the Company, the shareholders of the Company will be asked to approve the appointment of the firm, MNP LLP, Chartered Professional Accountants as Successor Auditors.
- (b) There were no reservations contained in the Former Auditors’ Reports for either of the Company’s two most recently completed fiscal years or for any period subsequent thereto for which an audit report was issued, preceding the date of this notice.
- (c) The Company’s Audit Committee and board of directors have participated and approved the change of auditor for the Company and have also approved the appointment of MNP LLP, Chartered Professional Accountants as Successor Auditors.
- (d) In the opinion of the Company, no “reportable events”, as that term is defined in the Instrument have occurred prior to the date of this notice.

The Company requested that each of Buchanan Barry LLP, Chartered Professional Accountants and MNP LLP, Chartered Professional Accountants provide the Company with a letter, in digital format, addressed to the regulatory authorities stating whether or not it agrees with the above statements.

Yours truly,

HAPPY BELLY FOOD GROUP INC.

Per: “*Shawn Moniz*”

Shawn Moniz
President and COO