

Form 51-102F3
Material Change Report

Item 1 **Name and Address of Company**

Sweet Poison Spirits Inc. (formerly Yellow Stem Tech Inc.)
Suite 750 – 580 Hornby Street
Vancouver, B.C. V6C 3B6

Item 2 **Date of Material Change**

May 29, 2023

Item 3 **News Release**

Issued in Vancouver, British Columbia on May 29, 2023, disseminated via NewsFile, and filed on SEDAR.

Item 4 **Summary of Material Change**

Sweet Poison Spirits Inc. (formerly Yellow Stem Tech Inc.) (“SPS” or the “Company”) announced its name change. The Company’s common shares will commence trading under its new name, *Sweet Poison Spirits Inc.*, on the CSE, with trading symbol “SPS”, effective at the opening on June 1, 2023.

Item 5

5.1 **Full Description of Material Change**

See attached news release as filed on SEDAR.

5.2 **Disclosure for Restructuring Transactions**

Not applicable.

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

This report is not being filed on a confidential basis.

Item 7 **Omitted Information**

There are no significant facts required to be disclosed herein which have been omitted.

Item 8 **Executive Officer**

Contact: Robert Eadie, President & CEO
Telephone: (604) 602-4935

Item 9 **Date of Report**

June 1, 2023



May 29, 2023

Trading Symbol: YY

News Release

Yellow Stem Announces Name Change and Corporate Update

Vancouver, British Columbia – Yellow Stem Tech Inc. (CSE: YY) (the “Company”) provides an update on corporate events.

Name Change

As disclosed in the Company’s news release of May 15, 2023, the Company’s name change from Yellow Stem Tech Inc. to Sweet Poison Spirits Inc. will be effective on June 1, 2023. The Company’s trading symbol will change to “SPS”, and the new CUSIP number for the Company’s common shares will be 87043J104.

Business Update

The name change is a result of the Company rebranding itself and all its affiliated businesses. Principally the Company will be operating under its Product Distribution Agreement (the “Distribution Agreement”) with Sweet Poison Spirits S de RL de CV, a Mexican company headquartered in Guadalajara, Mexico, and Sweet Poison Spirits LLC, a California limited liability corporation headquartered in San Diego, California (collectively, “Sweet Poison”) to distribute Sweet Poison’s premium Tequila and Mezcal products under the “Sweet Poison” brand names. For details of the Distribution Agreement and the related industry, please see the Company’s Listing Statement dated March 27, 2023 as filed on SEDAR and the CSE website. Please also refer to the Company’s news release of May 15, 2023 which sets out terms of amendments to the Distribution Agreement. The Listing Statement is being reviewed by the CSE, and so is subject to change. Any material changes will be outlined in a subsequent news release and reflected in a revised Listing Statement.

While distributing Sweet Poison spirits under the Distribution Agreement will be the Company’s primary focus in the next 12 months, the Company continues to monitor the pricing of cryptocurrencies, with a view to restarting its mining operations should it again become profitable. As noted in prior disclosure, the Company ceased mining cryptocurrency shortly after acquiring its mining rigs due to a material decline in cryptocurrency prices. Similarly, while the Company is not presently carrying any activities in the hemp growing and product manufacturing business, the Company may re-initiate such business under the “Sweet Poison” brand, should that industry again look profitable.

The Company intends to investigate new and alternative businesses that are complementary to management’s skills and expertise, all of which will be operated under the “Sweet Poison” brand.

Private Placement

As previously announced (see news release of May 15, 2023), the Company has arranged a non-brokered private placement of up to \$1 million through the issuance of up to 10 million units (the “Units”) at a

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price of \$0.10 per Unit. Funds will be used primarily to acquire inventory from Sweet Poison, to arrange new distribution agents, and for marketing costs associated with distributing the Sweet Poison tequila and mezcal products.

ON BEHALF OF THE BOARD

Signed "Robert Eadie"

Robert Eadie, President, Chief Executive Officer and Director

FOR FURTHER INFORMATION PLEASE CONTACT:

Telephone: 1-604-602-4935 ♦ Facsimile: 1-604-602-4936

Contact: Robert Eadie

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

Certain statements and information herein, including all statements that are not historical facts, contain forward-looking statements and forward-looking information within the meaning of applicable securities laws. Such forward-looking statements or information include but are not limited to statements or information with respect to closing of agreements and future operations.

Forward-looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or information. There is no assurance the Company will be able to execute its distribution plans profitably, or at all. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.