

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Eat & Beyond Global Holdings Inc. (the “**Company**”)
1570 - 505 Burrard Street
Vancouver, BC V7X 1M5

Item 2. Date of Material Change

March 31, 2023.

Item 3. News Release

News Release dated March 31, 2023 was disseminated via Stockwatch and Market News and filed on SEDAR on March 31, 2023.

Item 4. Summary of Material Change

The Company has closed the first tranche of a non-brokered private placement of shares and raised gross proceeds of \$450,000.00.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced further to its news release of March 7, 2023 that the Company has closed the first tranche of the previously announced non-brokered private placement of common shares in the capital of the Company (the “**Shares**”) at the price of \$0.20 per Share (the “**Offering**”). The first tranche closing of the Offering consisted of 2,250,000 Shares for aggregate gross proceeds of \$450,000.00.

The Company has paid eligible finders a cash commission in the amount of \$3,150.00, being 7% of the aggregate proceeds from the sale of Shares to purchasers introduced by the finders and issued an aggregate of 8,750 non-transferable share purchase warrants (the “**Finder’s Warrants**”), being 7% of the number of Shares sold under the Offering to purchasers introduced by the finders. Each Finder’s Warrant entitles the holder thereof to purchase one Share at a price of \$0.25 per Share until March 31, 2025. The Finder’s Warrants are subject to a statutory hold period of four months plus a day in accordance with applicable securities legislation ending on August 1, 2023.

The Company will use the net proceeds raised from the Offering for investment opportunities, marketing and for general corporate purposes. The Company will be proceeding with the second tranche of the Offering and expect to close it by April 15, 2023.

The Offering is being completed pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 Prospectus Exemptions and therefore the Shares issued in the Offering will not be subject to a hold period in accordance with applicable Canadian securities laws. There is an offering document related to the Offering that can be accessed under the Company's profile at www.sedar.com and at <https://eatandbeyond.com/>. Prospective investors should read this offering document before making an investment decision.

The securities issued pursuant to the Offering have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Geoff Balderson, Chief Financial Officer
Telephone: 604 961-0296

Item 9. Date of Report

DATED at Vancouver, BC, this 5th day of April, 2023.