

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

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

**Item 2. Date of Material Change**

May 19, 2023.

**Item 3. News Release**

News Release dated May 19, 2023 was disseminated via Stockwatch and Market News and filed on SEDAR on May 19, 2023.

**Item 4. Summary of Material Change**

The Company has closed the acquisition of 50% of the issued and outstanding shares of Purpose ESG Holdings Inc.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced, further to its news release of April 26, 2023, that the Company has completed the acquisition of 50% of the issued and outstanding securities in the capital of Purpose ESG Holdings Inc. (“**Purpose ESG**”) pursuant to the terms and conditions of a securities exchange agreement dated April 26, 2023 (the “**Definitive Agreement**”) among the Company, Purpose ESG, the shareholders and warrant holders of Purpose ESG (the “**Transaction**”).

**Transaction Terms**

Pursuant to the terms of the Definitive Agreement and in consideration for 50% of the issued and outstanding securities in the capital of Purpose ESG, Eat & Beyond has issued an aggregate of 6,176,250 common shares of Eat & Beyond (the “**Payment Shares**”) to Purpose ESG shareholders at a deemed price of \$0.25 per Payment Share and issued 3,796,870 common share purchase warrants (“**Replacement Warrants**”). Each Replacement Warrant permits the holder thereof to acquire one common share in the capital of Eat & Beyond (a “**Share**”) at \$0.10 per Share, which is the same exercise price of the original warrant surrendered for cancellation and the expiration date for each Replacement Warrant is the same date as the expiration date of

such original warrant, being 24 months from the date of issuance of the original warrant. There is no hold period for the Payment Shares or the Replacement Warrants pursuant to applicable securities laws.

The Transaction is an arms-length transaction and there is no change in management or the Board of Directors of Eat & Beyond.

### **About Purpose ESG**

Purpose ESG is a private company existing under the laws of the Province of British Columbia and an investment issuer with a portfolio focused on environmental, social, and governance (ESG) outcomes, with a focus on electrification, food tech, hydrogen power, carbon capture, and technologies supporting the circular economy. Purpose ESG provides its investors with the opportunity to participate in the growth of a portfolio of breakthrough technologies and value chain solutions with market leadership potential. Purpose ESG works closely with its portfolio companies to drive their growth and success, ultimately working to build a smarter, cleaner, and more sustainable future. Learn more: <https://purposeesg.com/>.

### **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:

Michael Aucoin, Chief Executive Officer  
Telephone: (604) 416-4099

### **Item 9. Date of Report**

DATED at Vancouver, BC, this 19<sup>th</sup> day of May, 2023.