

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

Item 1. Name and Address of Company

Eat & Beyond Global Holdings Inc.
505 Burrard Street, Suite 1570
Vancouver, BC, V7X 1M5

Item 2. Date of Material Change

December 22, 2023

Item 3. News Release

A news release was disseminated on December 22, 2023, and subsequently filed under the Company's profile on SEDAR.

Item 4. Summary of Material Change

On December 22, 2023, the Company announced that it had entered into a debt settlement agreement.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company has settled outstanding indebtedness (the "**Debt Settlement**") of the Company in the aggregate amount of \$136,500 CDN) (the "**Debt**"), pursuant to the terms of a debt settlement agreement with a service provider (the "**Creditor**"). In settlement of the Debt, the Company has issued an aggregate of 2,275,000 common shares of the Company (the "**Common Shares**") to the Creditor at a price of \$0.06 CDN per Common Share. All securities issued in connection with the Debt Settlement are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

The Company does not anticipate that the Debt Settlement will have a material effect on the Company's business and affairs and confirms that consent resolutions of the board of directors of the Company were passed in accordance with the *Business Corporation Act* (British Columbia) approving the Debt Settlement.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

There is no information of a material nature that has been omitted.

Item 8. Executive Officer

For further information, please contact Young Bann, CEO (young@purposeesg.com)

Item 9. Date of Report

December 22, 2023