

**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

July 4, 2024

Item 3. News Release

A news release was disseminated on July 9, 2024, and subsequently filed under the Company's profile on SEDAR.

Item 4. Summary of Material Change

On July 9, 2024, 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 entered into a debt settlement agreements with New Wave Holdings Corp. and Harmony Consolidated Services Ltd. (the "Creditors") to settle an aggregate of \$162,000 in debt (the "Debt"). In settlement of the Debt, the Company will issue an aggregate of 2,945,455 common shares in the capital of the Company (the "Debt Shares") at a deemed price of \$0.055 per Debt Share (the "Debt Settlement"). The indebtedness relates to outstanding fees and loans provided by the Creditors for services provided to the Company.

The Debt Shares to be issued in connection with the Debt Settlements are subject to a statutory four-month plus a day hold period in accordance with applicable securities legislation.

Closing of the Debt Settlement is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including the Canadian Securities Exchange.

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

July 9, 2024