

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Rritual Superfoods Inc. (the “**Company**” or “**Rritual**”)
151 West Hastings Street
Vancouver, BC V6B 1H4

Item 2. Date of Material Change

February 7, 2022

Item 3. News Release

The news release was issued and disseminated via Newsfile on February 8, 2022 and filed on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

The Company announced that it has entered into a purchase agreement dated February 7, 2022 (the “**Agreement**”) with the shareholders of JustGo Juice Nutrition Ltd. (“**JustGo**”), a premium smoothie company, to acquire 100% of JustGo.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Under the terms of the Agreement, and in consideration for the acquisition of JustGo, the Company has agreed to issue 33,000,000 shares of Rritual to the JustGo shareholders which implies a purchase price of approximately \$2,310,000 at a deemed price of \$0.07 per Rritual share. Each vendor has agreed that the Rritual shares will be subject to voluntary resale restrictions providing that no more than 10% of the original number of the Rritual shares issued to the vendors on closing will be sold in any one-week period during the first six months from the closing.

The acquisition is an arm's length transaction and there will be no finder's fee payable on closing. Closing of the proposed acquisition is expected to be on or before February 14, 2022. Chris Mehan, the founder of JustGo, is anticipated to be retained as a consultant of the Company on a going forward basis for a period of at least one year to oversee the transition and help grow the business on a post-closing basis.

In addition to standard closing conditions, closing is subject to a number of other conditions including Rritual receiving a favorable fairness opinion on or before Closing from an arm's length accredited valuation firm and JustGo having at least \$300,000 in aggregate cash assets and at least \$260,000 in working capital immediately prior to the closing. The Company has agreed to assume outstanding share purchase warrant obligations of JustGo on a post-closing basis which, if exercised, will result in the Company issuing an aggregate of 16,875,000 warrant shares. JustGo has a total of 16,875,000 share purchase warrants outstanding with an exercise price of \$0.20 and an expiry date of January 28, 2024, as adjusted to reflect the exchange ratio of the transaction.

Additionally, the Company announces that Greg McCauley has resigned as COO to pursue other opportunities. The Company thanks Mr. McCauley for his services and wishes him well in his future endeavors. Mr. McCauley will continue to act as an advisor to the Company.

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 Officer

Warren Spence, CEO and Director
Telephone: (778) 400-1242

Item 9. Date of Report

February 11, 2022