

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

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

February 14, 2022

Item 3. News Release

The news release was issued and disseminated via Newsfile Corp. on February 15, 2022 and filed on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

On February 15, 2022, the Company announced that it has acquired 100% of JustGo Juice Nutrition Ltd. (“**JustGo**”) from the shareholders thereof, pursuant to the terms of a share exchange agreement dated February 7, 2022 (the “**Agreement**”).

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 issued 33,000,000 shares of Ritual to the JustGo shareholders for a purchase price of \$2,310,000 at a deemed price of \$0.07 per Ritual share. Each vendor agreed that the Ritual shares be subject to voluntary resale restrictions providing that no more than 10% of the original number of the Ritual 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 was an arm's length transaction and there was no finder's fee payable on closing. In connection with the acquisition, Chris Mehan, the founder of JustGo, was retained as a consultant of the Company for a period of at least one year post-closing to oversee the transition and help grow the business.

In addition, pursuant to the Agreement, the Company assumed outstanding share purchase warrant obligations of JustGo which, if exercised, would result in the Company issuing an aggregate of 16,875,000 warrant shares. JustGo had a total of 16,875,000 share purchase warrants outstanding with an exercise price of \$0.20 and an expiry date of February 14, 2023, as adjusted to reflect the exchange ratio of the transaction.

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 22, 2022