

BC FORM 51-102F3

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

Zoglo's Incredible Food Corp.
75 Addiscott Court
Markham, ON L6G 1A6

Item 2. Date of Material Change

May 11, 2022

Item 3. News Release

Issued on May 9, 2022 at Vancouver, BC, Canada.

Item 4. Summary of Material Change

Zoglo's Incredible Food Corp. announces that its annual financial statements for the year ended December 31, 2021, including the related management discussion and analysis, and CEO and CFO certifications were not filed by the required filing deadline of May 2, 2022.

Item 5. Full Description of Material Change

See attached press release.

Item 6. Reliance on Section 85(2) of the Act

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N/A

Item 7. Omitted Information

None

Item 8. Senior Officers

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Anthony Morello
CEO
(604) 684-2181

Paul Del Duca
Director & Chairman
(604) 684-2181

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated this 11th Day of May, 2022

“Anthony Morello”

Anthony Morello

Name

CEO

Position / Title

Ontario, Canada

Place of Declaration

ZOGLO'S INCREDIBLE FOOD LATE TO FILE 2021 RESULTS

Toronto, ON – May 9, 2022: [Zoglo's Incredible Food Corp. \(CSE: ZOG\) \(FSE: 7UT\)](#) (“Zoglo’s” or the “Company”), a plant-based food tech company, announces that its annual financial statements for the year ended December 31, 2021, including the related management discussion and analysis, and CEO and CFO certifications (collectively, the "Annual Financial Filings") were not filed by the required filing deadline of May 2, 2022 (the "Filing Deadline").

The Annual Financial Filings were not filed on or before the Filing Deadline due to the nature of the business of the Company, the location of the Company's subsidiaries and the COVID-19 pandemic. The Company has been advised by its auditors, Baker Tilly Canada Cooperative, that they need more time to complete the audit. The Company is working on the steps required to complete the Annual Financial Filings and expects to be able to file the Annual Financial Filings by May 13, 2022. The Company will provide updates as further information relating to the Annual Financial Filings becomes available.

The Company was informed by the Ontario Securities Commission (the "OSC") that it was not eligible for a management cease trade order under *National Policy 12-302 - Cease Trade Orders for Continuous Disclosure Defaults* and, accordingly, the OSC issued a failure-to-file cease trade order (“CTO”) under *National Policy 11-207 - Failure-to-File Cease Trade Orders and Revocations in Multiple Jurisdictions* affecting all the Company's securities following the Deadline.

The Company confirms as of the date of this news release that there is no insolvency proceeding against it and there is no other material information concerning the affairs of the Company that has not been generally disclosed.

For a full breakdown of all Zoglo’s products and where they can be purchased, please visit the Company’s [product section](#) on its website.

Subscribe to updates about Zoglo’s Incredible Food here: <https://zoglos.com/>

ABOUT ZOGLO'S INCREDIBLE FOOD CORP.:

Zoglo’s Incredible Food Corp. is a publicly-traded plant-based food company which offers nutrient-rich, plant-based appetizers, veggies, and meat substitutes to fulfill consumers needs for all occasions and cooking requirements. The Company’s wholly-owned subsidiary, Zoglo’s Incredible Food Inc., currently offers 14 products through its Traditional Green Box product line and aims to offer 12 innovative products for the mainstream market through its new Zoglo’s Incredible Black Box product line. Over the past 25 years, Zoglo’s products have been in distribution in over 1,300 retail stores across Canada including Walmart, Shoppers Drug Mart, Sobeys and Loblaws, and has representation in the United States and Europe. The Company trades on the Canadian Securities Exchange under the ticker: ZOG and on the Frankfurt Stock Exchange under the ticker: 7UT.

Visit our [website](#) and follow us on our social media channels: [Facebook](#), [Instagram](#), [LinkedIn](#), [Twitter](#).

ON BEHALF OF ZOGLO'S MANAGEMENT:

Anthony Morello

CEO

ir@zoglos.com

+1 (647) 478-9585

No securities regulatory authority has either approved or disapproved of the contents of this news release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities of Zoglo's in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws. Accordingly, the securities may not be offered or sold within the U.S. or to U.S. persons (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws, or pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws.

Disclaimer for Forward-Looking Information

This news release includes certain forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian securities legislation. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward-looking information or statements. The forward-looking statements and information are based on certain key expectations and assumptions made by the Company. Although the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Company can give no assurance that they will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Forward-looking information in this news release includes statements concerning the Company's general business plans. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Factors that could materially affect such forward-looking information are described in the risk factors in the Final Prospectus, and the schedules attached thereto, that are available on the Company's profile on SEDAR at www.sedar.com.

Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements included in this news release are expressly qualified by this cautionary statement. The forward-looking statements and information contained in this news release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable law.