

**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**

January 4, 2023

**Item 3. News Release**

Issued on January 4, 2023 at Markham, ON, Canada.

**Item 4. Summary of Material Change**

Zoglo's Incredible Food Corp. announces the departure of Jim Delsnyder, the Company's Chief Executive Officer (the "CEO") and Chief Operations Officer (the "COO"), effective December 30, 2022 and the Company announce the appointment of Jordan Ender as a Director of the Company.

**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:

Henry Ender  
Director  
(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 4<sup>th</sup> of January, 2023

*"Paul Del Duca"*

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Paul Del Duca

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Name

Chairman

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Position / Title

Ontario, Canada

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Place of Declaration



## ZOGLO'S INCREDIBLE FOOD ANNOUNCES THE DEPARTURE OF CEO AND THE APPOINTMENT OF A NEW DIRECTOR

Markham, ON – January 4, 2023: [Zoglo's Incredible Food Corp. \(CSE: ZOG\) \(FSE: 7UT\)](#) (“Zoglo’s” or the “Company”), a plant-based food company, announces the departure of Jim Delsnyder, the Company’s Chief Executive Officer (the “CEO”) and Chief Operations Officer (the “COO”), effective December 30, 2022.

The Company is also pleased to announce the appointment of Jordan Ender as a Director of the Company.

Mr. Ender has over 15 years of experience within the food retail, broker, and distribution industry. He leads the Grey Jay Sales’ operations as Vice President, with responsibility for businesses across Canada. He also oversees expansion efforts into emerging markets. The food and CPG industry has always been his passion while promoting brands that bring quality and uniqueness to the marketplace. Mr. Ender has always enjoyed working with various corporate retailers across Canada and the USA to help ensure that they get the right assortment of new product trends. Mr. Ender has managed various different teams within the Food and Beverage industry and is very well diversified across the other divisions.

The Company and its Board following ongoing discussions with majority shareholders have initiated a reorganization of the Board and management team. The Company and Board will conduct a strategic review to appoint a new CEO that can lead and execute Zoglo’s expansion plans to the US and maximize shareholder value.

Further, the Company will not be proceeding with the grant of 4,351,209 stock options at an exercise of \$0.05 per share over five years to an officer and certain consultants of the Company as previously announced on December 22, 2022.

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 that 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 distributed in over 3,000 retail stores across Canada including Walmart, Shoppers Drug Mart, Sobeys, and Loblaws, and have representation in the United States and Europe. The Company trades on the Canadian Securities Exchange under the ticker: ZOG and the Frankfurt Stock Exchange under the ticker: 7UT.

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

**ON BEHALF OF ZOGLO'S MANAGEMENT:**

[ir@zoglos.com](mailto: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](http://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.*