

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

February 14, 2023

Item 3. News Release

Issued on February 14, 2023 at Markham, ON, Canada.

Item 4. Summary of Material Change

Zoglo's Incredible Food Corp. announces the appointment of Lisa MacLean as the Company's new Chief Financial Officer (the "CFO"), Corporate Secretary and Director effective February 13, 2023. Doug Harris, who has served as the CFO, has stepped down. The company also announces option grant and provides private placement updates.

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

Val Jedras
CEO, Director & Chairman
(604) 684-2181

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated this 14th of February, 2023

"Henry Ender"

Henry Ender

Name

Director

Position / Title

Ontario, Canada

Place of Declaration



ZOGLO'S APPOINTS NEW OFFICER AND DIRECTOR AND OPTION GRANT

Markham, ON – Tuesday, February 14, 2023: [Zoglo's Incredible Food Corp. \(CSE: ZOG\) \(FSE: 7UT\)](#) (“Zoglo’s” or the “Company”), a plant-based food company, is pleased to announce the appointment of Lisa MacLean as the Company’s new Chief Financial Officer (the “CFO”), Corporate Secretary and Director effective February 13, 2023. Doug Harris, who has served as the CFO, has stepped down. The Company wishes him the best in all his future endeavors.

Ms. MacLean is a Fellow member of Association of Chartered Certified Accountant and an experienced CFO having held executive positions in Canada and Europe in private and public sector for over 15 years.

As part of Ms. MacLean’s compensation package, the Company will grant 1,000,000 stock options at a price of \$0.05 per option exercisable for a period of two (2) years from the date of grant. 50% of these options will vest at three (3) months, and the remainder 50% will vest at six (6) months.

Stock Option Grant

The Company also announces that it will grant 500,000 stock options to a director of the Company. Each stock option grants the holder the right to purchase one common share at an exercise price of \$0.05 for a period of two (2) years from the date subject to vesting provisions.

Private Placement

Zoglo’s announces that further to its news release dated December 22, 2022, the Company will not proceed with further closings. The Company raised a total of \$60,000 on the issuance of 1,929,260 units at a price of \$0.0311 per unit. Each unit consists of one common share of Zoglo’s and one common share purchase warrant. Each warrant will entitle the holder to acquire one common share at an exercise price of \$0.05 per common share for a period of 24 months from the date of issuance.

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:

Val Jedras
CEO

ir@zoglos.com

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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.