

Form 51-102F3
Material Change Report

Item 1 **Name and Address of Company**

Boosh Plant-Based Brands Inc. (the “**Company**”)
103-6554 176 Street
Surrey, BC, V3S 4G5

Item 2 **Date of Material Change**

May 26, 2021

Item 3 **News Release**

A news release was disseminated on May 26, 2021 through the facilities of Newswire.

Item 4 **Summary of Material Change**

The Company completed its initial public offering of 5,750,000 units (each a “**Unit**”) issued at a price of \$0.50 per Unit, generating gross proceeds of \$2,875,000.

Item 5 **Full Description of Material Change**

On May 26, 2021 the Company completed its initial public offering of 5,750,000 Units issued at a price of \$0.50 per Unit pursuant to a prospectus dated May 7, 2021 (the “**Prospectus**”) resulting in aggregate gross proceeds to the Company of \$2,875,000, which included the exercise of an over-allotment option.

Each Unit is comprised of one common share of the Company (each a “**Share**”) and one common share purchase warrant (each a “**Warrant**”). Each Warrant entitles the holder to acquire one additional Share at an exercise price of \$1.00 per Share until May 26, 2022. The Warrants are issued pursuant to a warrant indenture dated May 26, 2021 between the Company and its warrant agent , Odyssey Trust Company. A copy of which is available under the Company’s profile on SEDAR at www.sedar.com.

A commission equal to 10% of the gross proceeds of the offering was paid through the issuance of 575,000 Units, to the Company’s agent, Haywood Securities Inc. (the “**Agent**”), as well as a corporate finance fee of \$40,000, plus applicable taxes, of which \$20,000 was paid in cash and the remaining \$20,000 was paid through the issuance of 40,000 Units. In addition, the Agent and its selling group members received 575,000 non-transferable agent’s options to acquire up to 575,000 Shares at a price of \$0.50 per Share until May 26, 2022.

The Company’s common shares are listed for trading on the CSE under the trading symbol “**VEGI**” on May 26, 2021 and are expected to commence trading on or about May 27, 2021.

Item 6 **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 **Omitted Information**

No information has been omitted on the basis that it is confidential information.

Item 8 **Executive Officer**

James Pakulis, CEO is knowledgeable about the material change and the Report and may be contacted (949) 933.3527.

Item 9 **Date of Report**

May 26, 2021