

**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**

February 11, 2022 and February 16, 2022

**Item 3**            **News Release**

A news release was disseminated on each of February 11, 2022 and February 16, 2022 through the facilities of Newswire.

**Item 4**            **Summary of Material Change**

The Company has entered into a sale agreement dated February 11, 2022 (the “**Sale Agreement**”) with Venture Lending & Leasing VIII, Inc. and Venture Lending & Leasing IX, Inc. (collectively the “**Vendors**”) pursuant to which the Company will acquire the assets comprising the business of Beanfields, Inc. (the “**Assets**”).

The acquisition of the Assets was subsequently completed on February 16, 2022.

**Item 5**            **Full Description of Material Change**

On February 11, 2022 the Company entered into the Sale Agreement with the Vendors to acquire the Assets.

As previously announced, as consideration for the Assets, the Company issued an aggregate of 8,000,000 common shares (the “**Payment Shares**”) to the Vendors of the Assets and their nominee. All of the Payment Shares are subject to a contractual hold period expiring on August 16, 2022 as well as a four month hold period required under Canadian securities laws expiring on June 17, 2022 and applicable restriction under U.S. securities laws.

The Company also paid US\$400,000 through the issuance of promissory notes to the Vendors bearing interest at a rate of 6% per annum (the “**Notes**”), with interest only payments until the 18 month maturity of the Notes, which Notes may also be prepaid at any time without penalty.

Finally, the Company will committed to providing Beanfields aggregate working capital funding of US\$1,000,000, to be expended at the discretion of the Company, of which US\$250,000 was funded upon the execution of the asset purchase agreement on February 11, 2022 and the remainder is to be funded on or before March 10, 2022.

The completion of the transaction results in the creation of two new insiders of the Company being Venture Lending & Leasing VIII, LLC. ("VIII") and Venture Lending & Leasing IX, LLC. ("IX"), both private Delaware corporations that are widely held, who will each hold 3,830,000 of the Payment Shares, representing 14.14% of the then outstanding common shares of the Company. Prior to the transaction, neither VIII or IX held any securities of the Company. While neither VIII or IX has any plans or intentions with respect to the Payment Shares, depending on market conditions, general economic and industry conditions, trading prices of the Payment Shares, the Company's business, financial condition and prospects and/or other relevant factors, VIII or IX may develop such plans or intentions in the future and, at such time, may from time to time acquire additional Payment Shares, dispose of some or all of the existing or additional Payment Shares or may continue to hold the Shares of the Company. A copy of the early warning reports filed by VIII and IX will be available on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

On February 16, 2022, the Company completed the acquisition of the Assets.

**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**

February 22, 2022