

**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**

March 9, 2022

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

A news release was disseminated on March 10, 2022 through the facilities of Newswire.

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

The Company has closed an initial tranche of a previously announced non-brokered private placement (the “**Placement**”) generating aggregate gross proceeds of \$1,007,400.

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

On March 9, 2022 the Company completed an initial tranche of the Placement.

The Company issued 1,439,143 units (each a “**Unit**”) at a price of \$0.70 per Unit. Each Unit consisted of one common share and one warrant exercisable at \$1.00 per share until March 9, 2025.

Aggregate finder’s fees of \$40,432.00 were paid in cash and through the issuance of 57,760 broker’s warrants exercisable to acquire one common share at a price of \$0.70 per share until March 9, 2025.

All securities issued in the Placement are subject to a four month hold period expiring on July 10, 2022.

**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**

March 10, 2022