

**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 31, 2022

**Item 3            News Release**

A news release was disseminated on April 1, 2022 through the facilities of Newswire.

**Item 4            Summary of Material Change**

The Company has closed the final tranche of a previously announced non-brokered private placement (the “**Placement**”) generating aggregate gross proceeds of \$433,565.30.

**Item 5            Full Description of Material Change**

On March 31, 2022 the Company completed the final tranche of the Placement.

The Company issued 619,379 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 31, 2025.

Aggregate finder’s fees of \$29,660.40 were paid in cash and through the issuance of 39,762 broker’s warrants exercisable to acquire one common share at a price of \$0.70 per share until March 31, 2025.

All securities issued in the Placement are subject to a four month hold period expiring on August 1, 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**

April 1, 2022