

Form 51-102F3
Material Change Report
Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations

Item 1 Name and Address of Company

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

Item 2 Dates of Material Change

September 16, 2022

Item 3 News Release

The Company disseminated the News Release through Newsfile Corp. on September 17, 2022 and filed the same with the Canadian Securities Exchange (the "CSE"), and the British Columbia, Alberta, Manitoba and Ontario Securities Commission on SEDAR.

Item 4 Summary of Material Change

The Company completed a non-brokered private placement (the "Financing") of 10% secured convertible debentures (the "Convertible Debentures") for total gross proceeds of up to \$250,000 (Canadian).

Item 5 Full Description of Material Change

The Company completed a non-brokered private placement (the "Financing") of 10% secured convertible debentures (the "Convertible Debentures") for total gross proceeds of up to \$250,000 (Canadian).

The net proceeds of the Financing will be used for working capital. The Financing was subscribed by one arm's length subscriber.

The Convertible Debentures will bear interest at 10% per annum, calculated in Canadian dollars, from the date of issuance, payable in arrears quarterly during the first year of the Convertible Debenture term and monthly thereafter and upon maturity or redemption. The Convertible Debentures will mature on the date that is two (2) years from the date of issuance (the "Maturity Date"). The Convertible Debentures will be secured by a general security interest over the Company's assets.

The Convertible Debentures are convertible into common shares ("Common Shares"), at the holder's option, at a price of \$0.075 per Common Share (the "Conversion Price"), subject to adjustment in certain events, at any time prior to the Maturity Date.

The Company may redeem, in cash, any or all of the Convertible Debentures at any time prior to the Maturity Date upon not less than five business days prior written notice for an amount equal to the principal amount of the Convertible Debentures plus accrued interest.

No finder's fees are payable in connection with the Financing. The Convertible Debentures and the Common Shares issuable upon conversion of the Convertible Debentures will be subject to a statutory hold period expiring on the date that is four months and one day after Closing.

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

Not applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

Connie Marples, Founder, President & Interim CEO
Tel: (778) 840-1700

Item 9 Date of Report

September 29, 2022