

Form 51-102F3 | Material Change Report

Item 1 – Name and Address of Company

Boosh Plant-Based Brands Inc. (the "Corporation")
103, 6554 176 Street | Surrey, BC | V6S 4G5

Item 2 – Date of Material Change

March 14, 2023

Item 3 – News Release

A news release for Boosh Plant-Based Brands Inc., dated March 14th, 2023, was disseminated via Newsfile Corp. A copy of the full news release is attached to this report as "Schedule 'A'".

Item 4 – Summary of Material Change

On March 14th, 2023, Boosh Plant-Based Brands Inc. (CSE: VEGI), (OTCQB: VGGIF), (Frankfurt: 77i) announced that it had closed its non-brokered private placement financing. In total, the Corporation raised \$362,000.00 CAD via the sale of 7,240,000 Units. The Corporation further announced that it had also settled a combined total of \$328,124.00 CAD in debt owed to several creditors via the issuance of 10,937,499 Common Shares.

The issuance of the 7,240,000 Common Shares contained in the 7,240,000 Units and the issuance of the 10,937,499 Common Shares is a material event as defined by NP 51-201 as the aforementioned issuance will increase the total number of the Corporation's issued Common Shares from 41,909,499 (As At March 13, 2023) to 60,086,998 (As At March 14, 2023).

Item 5 – Full Description of Material Change

5.1 Full Description of Material Change

For a full description of the material change, see the summary as outlined in "Item 4" of this Material Change Report

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Frank Kordy, Secretary | T: (778) 840-1700 | E: hello@booshfood.com

Item 9 – Date of Report

March 15, 2023

APPENDIX – A

Boosh Announces the Closing of its Private Placement Offering and Opens Listing Issuer Exemption Offering

Vancouver, British Columbia--(Newsfile Corp. - March 14, 2023) - **Boosh Plant-Based Brands Inc.** (CSE: VEGI) (OTCQB: VGGIF) (FSE: 771) ("**Boosh**" or the "**Company**") a premier plant-based brand in the "better for you" food sector, is pleased to announce that it has closed the second and final tranche of its previously announced non-brokered private placement financing. In total, the Company has raised \$362,000.00 CAD via the sale of 7,240,000 Units. Each Unit is comprised of one Common Share of the Company and one Purchase Warrant, with each Warrant exercisable into one Common Share of the Company at a price of \$0.07 CAD at any time on or before the date which is 12 months from the closing of the offering. In connection with the offering, the Company paid \$1,750.00 CAD in finders fees. Proceeds from the Offering will be used for general working capital purposes and to further advance the Company's business.

Boosh is pleased to announce it plans to raise an additional \$400,000 in the form of a Listed Issuer Exemption at .05 per common share with an additional .07 one purchase warrant, with each Warrant exercisable into one Common Share of the Company at a price of \$0.07 CAD at any time on or before the date which is 12 months from the closing of the offering. Equity securities issued in reliance on the exemption will be freely tradeable.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

The Corporation also announced today that it had issued 750,000 Stock Options to employees and consultants to the Company. No Management or Directors of the Company were recipients to the Stock Options. All Stock Options issued vest immediately and are exercisable at a price of \$0.05 CAD per Stock Option. The Stock Options expire 1 year after the date of issuance. The Company further announced that it had also settled a combined total of \$328,124.98 CAD in debt owed to several creditors via the issuance of 11,979,166 Common Shares. The debt settlement has vastly improved the Company's balance sheet.

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About Boosh Plant-Based Brands Inc.:

Boosh Plant-Based Brands Inc., through its wholly owned subsidiary, Boosh Food (www.booshfood.com) offers high quality, non-GMO, gluten free, 100% plant-based nutritional comfort foods for the whole family. Through a separate subsidiary, Beautiful Beanfields, (www.beanfields.com) the Company owns Beanfields, a plant-based chip brand sold in over 7,000 stores throughout North America. Boosh, good for you and good for planet earth.

Forward-Looking Statements

Information set forth in this news release may involve forward-looking statements under applicable securities laws. The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this document are made as of the date of this document and the Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation. Although management believes that the expectations represented in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. This news release does not constitute an offer to sell or solicitation of an offer to buy any of the securities described herein and accordingly undue reliance should not be put on such. Neither CSE nor its Regulation Services Provider as that term is defined in the policies of the CSE accepts responsibility for the adequacy or accuracy of this release. We seek safe harbor.