

## 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

May 5, 2023

### Item 3 – News Release

A news release for Boosh Plant-Based Brands Inc., dated May 5<sup>th</sup>, 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 14<sup>th</sup>, 2023, Boosh Plant-Based Brands Inc. (CSE: VEGI), (OTCQB: VGGIF), (Frankfurt: 77i) announced that it had entered into, and that it had finalized a secondary set of debt settlement agreements with the purpose to both satisfy and to extinguish an aggregate total of C\$722,710 of secured debts. A combined total of 16,060,207 common shares were issued at a deemed price of C\$0.045 per common share.

The issuance of the 16,060,207 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 61,086,998 (As At May 4, 2023) to 77,147,205 (As At May 5, 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

May 5, 2023

## APPENDIX – A

### Boosh Announces Shares for Debt Transaction

**Vancouver, BC, May 5, 2023 – Boosh Plant-Based Brands Inc.** (“Boosh” or the “Company”) (CSE: VEGI; OTCQB: VGGIF: Frankfurt: 77i) a premier plant-based brand in the “better for you” food sector announced today that it had entered into, and that it had finalized a secondary set of debt settlement agreements with the purpose to both satisfy and to extinguish an aggregate total of C\$722,710 of secured debts. A combined total of 16,060,207 common shares were issued at a deemed price of C\$0.045 per common share.

The Company decided to satisfy the indebtedness with common shares to preserve its cash for the development of its business. No new control person of the Company will be created pursuant to the settlement of the debt settlement agreements.

**Connie Marples**

**Founder/CEO**  
**connie@booshfood.com**

**Telephone: 778 840 1700**

**www.Booshfood.com**

#### **About Boosh Plant-Based Brands Inc.:**

Boosh Plant-Based Brands Inc., through its wholly owned subsidiary, Boosh Food ([www.booshfood.com](http://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](http://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.

*The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Forward-looking statements in this news release include, but are not limited to, the Company's expectations concerning the size of the Financing, its ability to close the Financing in whole or in part or at all and its plan for the proceeds of the Financing. Any number of factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although the Company believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward looking statements will prove to be correct. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.*

*Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.*