

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

June 16, 2023

Item 3 – News Release

A news release for Boosh Plant-Based Brands Inc., dated June 16th, 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 June 16th, 2023, Boosh Plant-Based Brands Inc. (CSE: VEGI), (OTCQB: VGGIF), (Frankfurt: 77i) announced that it had entered into, and that it had finalized a set of debt settlement agreements with the purpose to both satisfy, and to extinguish, an aggregate total of C\$500,000 of secured debts. A combined total of 10,000,000 common shares were issued at a deemed price of C\$0.05 per common share to settle the outstanding debt.

The issuance of the 10,000,000 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 85,247,205 (As At June 15, 2023) to 95,247,205 (As At June 16, 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

June 19, 2023

APPENDIX – A

Boosh Announces Shares for Debt Transaction

Vancouver, BC, June 1, 2023 – Boosh Plant-Based Brands Inc. (“Boosh” or the “Company”) (CSE: VEGI) (OTCQB: VGGIF) (FSE: 771) (“Boosh” or the “Company”) 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 set of debt settlement agreements with the purpose to both satisfy, and to extinguish, an aggregate total of C\$500,000 of secured debts. A combined total of 10,000,000 common shares were issued at a deemed price of C\$0.05 per common share to settle the outstanding debt.

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

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www.Booshfood.com

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.

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.