

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

January 19, 2024

Item 3 – News Release

A news release for Boosh Plant-Based Brands Inc., for this material change will be disseminated via Newsfile Corp on January 19, 2024.

Item 4 – Summary of Material Change

On January 19, 2024, Boosh Plant-Based Brands Inc. (CSE: VEGI), (OTCQB: VGGIF), (Frankfurt: 77i) announced the resignation of Mr. Lance Marples as a Director of the Company and the appointment of Mr. Rob Hall as a Director.

The appointment of a new Director is deemed as a potential Material Change under NP 51-201 as the appointment of Mr. Hall and the resignation of Mr. Marples is a change to the composition of the Corporation's Board of Directors as per NP 51-201.

Item 5 – Full Description of Material Change

5.1 Full Description of Material Change

Refer to "Appendix A" for complete details of the Material Change.

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

January 19, 2024

APPENDIX – A



Boosh Plant-Based Brands Inc. Provides A Corporate Update

Vancouver, BC, January 19, 2024 – Boosh Plant-Based Brands Inc. (“Boosh” or the “Company”) (CSE: VEGI; OTCQB: VGGIF; Frankfurt: 77i) provided an update on several corporate matters. On August 31, 2023, the Company announced that the Company had entered into an exclusive US licensing agreement (the “agreement”) with Simple Yummy Chips, LLC (“Yummy”) for the sale and distribution of chips made by Beautiful Beanfields Inc. (“Beanfields”). The terms of the agreement, which were previously announced on August 31, 2023, state that the Company will receive a guaranteed 7% profit on wholesale, as well as the Company was granted a \$1,000,000 USD line of credit for Beanfields’ Accounts Payable. Although there were some delays with Yummy’s execution plan, the Company is very pleased to announce that Yummy is now producing to fill orders as they work to replenish stock across the US in current retailers, as well as opening new accounts.

To ensure smooth production flow, the Company is working on sourcing a secondary supplier for its core ingredient Bean grits. Over the coming months one of the Company’s primary focuses will be on increasing Canadian supply and export of Beanfields Chips to new and previous customers in Mexico, Dubai, and Australia.

The Company also announced today the resignation of Mr. Lance Marples with immediate effect and the appointment of Mr. Rob Hall. For the last year, Mr. Hall has been a consultant to the Company and has been instrumental over the past year in assisting in raising the Company’s awareness in the Capital markets and connecting the Company with the US licensors.

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.

For further information please contact:

Connie Marples

Founder/CEO

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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.

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