

**Form 51-102F3  
Material Change Report**

**Item 1 Name and Address of Company**

Vegano Foods Inc.  
1040 West Georgia Street, Unit 415  
Vancouver, British Columbia, V6E 4H1

**Item 2. Date of Material Change**

August 23, 2022

**Item 3. News Release**

A news release was disseminated on August 25, 2022 and filed on SEDAR (www.sedar.com).

**Item 4. Summary of Material Change**

On August 25, 2022, the Company announced the resignation of Juliana Daley as director effective July 13, 2022, and the appointment of Luka Petkovic as director effective August 23, 2022. A material change report regarding the resignation of Juliana Daley has previously been filed.

**Item 5. Full Description of Material Change**

See news release attached to this Material Change Report for a full description of material change.

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

No significant facts remain confidential and no information has been omitted in this report.

**Item 8. Executive Officer Knowledgeable About This Report**

Name of Executive Officer:           Conor Power  
Telephone Number:                   604-259-0028

**Item 9. Date of Report**

August 25, 2022

## **VEGANO ANNOUNCES TERMINATION OF PROPOSED TRANSACTION WITH TALITY KOMBUCHA AND CHANGE OF DIRECTOR**

*Not for distribution to U.S. news wire services or for dissemination in the United States*

Vancouver, B.C., Canada – August 25, 2022. Vegano Foods Inc. (CSE: VAGN) (OTCQB: VAGNF) ("Vegano" or the "Company") announces that the Letter of Intent it had entered into with Tality Kombucha Corporation with respect to a proposed share purchase transaction, as announced by news release dated June 28, 2022, has been terminated and the proposed transaction will not be proceeding.

The Company also announces the resignation of Juliana Daley as a Director of the Company effective July 13, 2022, and is pleased to announce the appointment of Mr. Luka Petkovic as a Director of the Company, effective August 23, 2022.

Mr. Petkovic is a corporate finance professional who has worked with various public companies providing structuring, corporate finance, product development, and supply chain management services. He has advised on a number successful go public transactions in his young career and is focused on the cannabis, technology, and food sector. He holds a BBA from Simon Fraser University with a specialization in finance.

Vegano CEO and Director, Mr. Conor Power, stated “We are glad to welcome Luka to the board of directors of Vegano. He provides the Company with significant experience and expertise in the food sector and will help us move forward and execute our future plans.”

Mr. Power continued “On behalf of the Company and the Board, we also wish to thank Juliana Daley for her contributions to the Company and wish her all the best for the future.”

The appointment of Mr. Petkovic is subject to Canadian Securities Exchange approval.

### **ABOUT VEGANO FOODS INC.**

Vegano Foods Inc. is Canada's premier 100% plant-based online marketplace company operating in Vancouver. Founded in March of 2020, Vegano helps make healthy plant-based eating more accessible to Canadians, allowing them to take veganism beyond Meatless Mondays and Veganuary. Vegano sources high-quality products to make for easy plant-based shopping all on one website. For more information, visit [www.veganofoods.com](http://www.veganofoods.com).

### **ON BEHALF OF THE BOARD OF DIRECTORS**

Conor Power, CEO & Director  
[conor@veganofoods.com](mailto:conor@veganofoods.com)

Press Contact:  
[media@veganofoods.com](mailto:media@veganofoods.com)

*The CSE has neither approved nor disapproved the contents of this news release. The CSE does not accept responsibility for the adequacy or accuracy of this release.*

### *Forward-Looking Statements*

*This news release contains statements and information that, to the extent that they are not historical fact, constitute "forward-looking information" within the meaning of applicable securities legislation.*

*Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be*

*relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information, including, but not limited to, the statements relating to the Company's financial performance, business development and results of operations. Accordingly, readers should not place undue reliance on any such forward-looking information. Further, any forward-looking statement speaks only as of the date on which such statement is made. New factors emerge from time to time, and it is not possible for the Company's management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. The Company does not undertake any obligation to update any forward looking information to reflect information, events, results, circumstances or otherwise after the date hereof or to reflect the occurrence of unanticipated events, except as required by law including securities laws.*