

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. NAME AND ADDRESS OF COMPANY

Vegano Foods Inc. (the “**Company**”)
1040 West Georgia Street, Unit 415
Vancouver, B.C. V6E 4H1

2. DATE OF MATERIAL CHANGE

June 21, 2022

3. NEWS RELEASE

News release dated June 21, 2022 was disseminated via Newsfile Corp.

4. SUMMARY OF MATERIAL CHANGE

The Company completed the acquisition of SMPL Oats.

5. FULL DESCRIPTION OF MATERIAL CHANGE

Vegano Foods Inc. (CSE: VAGN) (OTCQB: VAGNF) announced that further to its press release of April 3, 2022, it has completed the acquisition of all of the outstanding securities of SMPL Oats Ltd. ("SMPL") by way of a three-cornered amalgamation carried out under the Business Corporations Act (British Columbia) (the "Amalgamation") pursuant to the terms of a definitive agreement (the "Agreement") among the Company, 1355441 BC Ltd., a wholly-owned subsidiary of the Company ("Subco") and SMPL. In accordance with the Agreement, the Company issued to the former shareholders of SMPL (the "SMPL Shareholders") 0.893612552643442 of one common share in the capital of the Company (each, a "Vegano Share") for each common share of SMPL acquired by the Company. The Company issued an aggregate of 28,678,680 Vegano Shares to the SMPL Shareholders. The corporation resulting from the Amalgamation, named "SMPL Oats Ltd.", is a wholly-owned subsidiary of the Company and will carry on the business of SMPL.

About SMPL

SMPL is a beverage company that specializes in creating innovative oat milk that is dairy-free, gluten-free, nut-free and plant-based. SMPL Oats focuses on the health beverage market segment. All products are a no-compromise alternative to dairy milk distributed through a direct-to-consumer online website. The Company's mission is to help individuals build healthy eating habits and live a more health-conscious life.

Transaction Terms

In consideration for all outstanding share capital of SMPL, the Company issued an aggregate of 28,678,680 Vegano Shares. In addition, the Company reserved for issuance 116,169 Vegano Shares to be issued to the holders of special warrants of SMPL (the "SMPL Special Warrants")

on conversion of such SMPL Special Warrants at the election of the holder. Vegano also reserved for issuance (i) 12,654,854 Vegano Shares for issue on exercise of common share purchase warrants of SMPL, (ii) 6,828,553 Vegano Shares for issue on exercise of common share purchase warrants issued to former holders of SMPL Special Warrants, and (iii) 116,169 Vegano Shares for issue on exercise of common share purchase warrants to be issued to holders of SMPL Special Warrants on conversion of such SMPL Special Warrants at the election of the holder.

The acquisition of SMPL does not constitute a fundamental change for the Company, nor has it resulted in a change of control of the Company, within the meaning provided by the policies of the Canadian Securities Exchange.

Related Party Disclosure

Each of Conor Power and Joel Primus, directors of the Company, were also directors and shareholders of SMPL and accordingly, the acquisition of SMPL securities from each of Messrs. Power and Primus constitutes a related party transaction under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Amalgamation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 based on the exemption set out in section 5.5(b) Issuer Not Listed on Specified Market and Section 5.7(1)(a) Fair Market Value Not More than 25% of Market Capitalisation. The Agreement was approved by the independent director of the Company. Additional information required pursuant to MI 61-101 was provided in the material change report filed by the Company on April 8, 2022.

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

Not applicable.

8. EXECUTIVE OFFICER

Ricky Goraya, CEO & Director
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9. DATE OF REPORT

August 23, 2024