

SECOND AMENDING AGREEMENT

THIS AGREEMENT made as of the 3rd day of March, 2021

BETWEEN:

1279006 B.C. LTD., a corporation existing under the laws of British Columbia, having an office at Suite 1570 – 505 Burrard Street, Vancouver, British Columbia V7X 1M5

(the “**Purchaser**”)

OF THE FIRST PART

AND:

NABATI FOODS INC., a corporation existing under the laws of the Province of Alberta, having an office at 12809 66 Street NW, Edmonton, Alberta T5C 0A4

(“**Nabati**”)

OF THE SECOND PART

WHEREAS:

(A) the parties hereto (together with the shareholders of Nabati) entered into a share exchange agreement dated effective January 19, 2021, as amended February 3, 2021, pursuant to which, and subject to the terms thereof, the Purchaser agreed to acquire all of the issued and outstanding securities of Nabati from the Nabati shareholders (the “**Share Exchange Agreement**”);

(B) §10.14 of the Share Exchange Agreement provides that such agreement may be amended by an agreement in writing signed by the parties thereto; and

(C) the parties hereto wish to enter into this Second Amending Agreement in the manner set forth herein.

NOW THEREFORE in consideration of the mutual covenants and agreements herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the parties hereto, the parties hereto agree as follows:

1. In this Second Amending Agreement capitalized terms not otherwise defined herein will have the meaning given to them in the Share Exchange Agreement.

2. §1.01(ii) of the Share Exchange Agreement is hereby deleted in its entirety and replaced with the following:

“**Private Placement**” means a private placement of a minimum of \$2,500,000 and a maximum of \$8,050,000 of Private Placement Special Warrants which maximum includes the option granted to Mackie Research Capital Corporation to purchase up to an additional 15% of Private Placement Special Warrants pursuant to the Private Placement;”

3. The Share Exchange Agreement is, in all other respects, ratified, confirmed and approved.

4. This Second Amending Agreement may be executed in as many counterparts as may be necessary or by facsimile and each such counterpart or facsimile so executed are deemed to be an original and such counterparts and facsimile copies together will constitute one and the same instrument.

IN WITNESS WHEREOF, this Second Amending Agreement has been executed by the parties hereto on the day and year first above written.

1279006 B.C. LTD.

By: Karan Thakur
Name: Karan Thakur
Title: Director

Signing in its own capacity and for and on behalf
of the Shareholders pursuant to the Power of
Attorney granted in Section 10.01 of the Share
Exchange Agreement:

NABATI FOODS INC.

By: _____
Name: Ahmad Yehya
Title: President and Director