

## AMENDING AGREEMENT

**THIS AGREEMENT** made as of the 3<sup>rd</sup> day of February, 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 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 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 Amending Agreement capitalized terms not otherwise defined herein will have the meaning given to them in the Share Exchange Agreement.

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

“**Convertible Notes**” means collectively:

- (i) the \$250,000 principal sum convertible note dated September 25, 2020 granted by Nabati in favour of Eat Beyond Global Holdings Inc.;

- (ii) the \$486,602.83 principal sum convertible note dated December 15, 2020, as amended and restated, granted by Nabati in favour of Ahmad Yehya;
- (iii) the \$1,305,866.99 principal sum convertible note dated December 15, 2020, granted by Nabati in favour of Magdy Yehya;
- (iv) the \$7,038.20 principal sum convertible note dated December 15, 2020 granted by Nabati in favour of Afaf Miri; and
- (v) the \$300,000 principal sum convertible note dated December 22, 2020 granted by Nabati in favour of Karamveer Thakur;

3. §5.03(f) of the Share Exchange Agreement is hereby deleted in its entirety and replaced with the following:

- “(f) the only outstanding securities convertible, exchangeable or exercisable into common shares of Nabati are the Convertible Notes with an aggregate principal amount of \$2,349,508.02, which obligations are to be assumed by the Purchaser at the Time of Closing and thereafter shall entitle the holders thereof to convert into 6,712,880 Common Shares of the Purchaser at a price of \$0.35 per Common Share representing a 30% discount to the price of Private Placement Special Warrants and 3,356,440 Common Share purchase warrants of the Purchaser with an exercise price of \$0.625 per Warrant representing a 25% premium to the price of Private Placement Special Warrants; and other than as set out herein, no person (other than the Purchaser pursuant to this Agreement) has any agreement, option, right or privilege (whether by law, pre-emptive or contractual) capable of becoming an agreement, including convertible securities, options, warrants or convertible obligations of any nature, for the purchase, subscription, allotment or issuance of any unissued shares or other securities of Nabati;”

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

5. This 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.

*(Remainder of page left intentionally blank. Signature page follows.)*

**IN WITNESS WHEREOF**, this 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: Ahmad  
Name: Ahmad Yehya  
Title: President and Director