

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Neptra Foods Inc. (the “Company”)
7025 S. Revere Parkway, Ste. 100
Centennial, CO 80112

Item 2. Date of Material Change

August 1, 2023

Item 3. News Release

The news release with respect to the material change described below was disseminated on August 2, 2023, through the newswire services of Accesswire, a copy of which was filed under the Company’s profile on the SEDAR+ website at www.sedarplus.ca.

Item 4. Summary of Material Change

The Company announced that the British Columbia Securities Commission (the “BCSC”) accepted the Company’s application for a management cease trade order (the “MCTO”) pursuant to National Policy 12-203 – *Management Cease Trade Orders* (“NP 12-203”).

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that the filing of the Company’s audited annual financial statements for the year ended March 31, 2023, the related management’s discussion and analysis and certificates of its CEO and CFO (collectively, the “Required Filings”) would be delayed until after the filing deadline of July 31, 2023 (the “Filing Deadline”).

The Company applied for, and was granted, the MCTO by the BCSC. The MCTO restricts the Chief Executive Officer and Chief Financial Officer of the Company from trading in securities of the Company, whether direct or indirect, until the Required Filings are filed.

The delay in filing the Required Filings was due to the Company’s lack of financial resources and inability to pay its auditor in a timely manner. As a result of such delay, the audit of the Company’s annual financial statements for the fiscal year ended March 31, 2023 was not commenced early enough to be completed by the Filing Deadline. The Company is now up-to-date on its accounts with its auditor and the auditor has now commenced the audit of the annual financial statements for the fiscal year ended March 31, 2023. The Company expects that the audit procedures will be completed and the Company will be able to file the Required Filings by September 29, 2023.

Until the Required Filings are filed, the Company intends to comply with the provisions of the alternative information guidelines as set out in NP 12-203 for as long as it remains in default, including the issuance of bi-weekly default status reports in the form of a news release.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

David Wood, President and Chief Operating Officer and Interim CFO
Telephone: 720.729.8500

Item 9. Date of Report

August 9, 2023