

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Cannibble Foodtech Ltd. (the “**Company**”)
40, Carmel St.
Rosh Haayin, 4856602

Item 2 Date of Material Change

September 6, 2022

Item 3 News Releases

The news release dated September 7, 2022 was disseminated through Stockwatch.

Item 4 Summary of Material Change

On September 6, 2022, the Company completed a non-brokered private placement (the “**Private Placement**”) comprised of 1,778,800 units of its securities (each, a “**Unit**”) at \$0.47 per Unit, for aggregate gross proceeds of \$836,036. Each Unit is composed of one ordinary share (a “**Share**”) of the Company, and one whole Share purchase warrant (a “**Warrant**”). Each Warrant is exercisable at \$0.70 per Share for two years from the date of issuance.

In connection with the Private Placement, the Company paid finder’s fees of 8% cash and 8% finder warrants, with each finder’s warrant entitling the finder to acquire one Share at a price of \$0.47 for two years from the date of issuance.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See Item 4 above and the attached news releases for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None.

Item 8 Executive Officer

Yoav Bar Joseph, Chief Executive Officer and Director

Item 9 Date of Report

September 13, 2022



CANNIBBLE COMPLETES NON-BROKERED PRIVATE PLACEMENT OF UNITS FOR GROSS PROCEEDS OF \$836,036

Rosh Haayin, Israel – September 7, 2022 – Cannibible Foodtech Ltd., (CSE: PLCN) (“**Cannibible**” or the “**Company**”), an Israeli food-tech company that develops and manufactures food and beverage products that are enhanced variously with hemp seeds, hemp protein, and other hemp ingredients, where legal to do so, is pleased to announce that it has completed a non-brokered private placement (the “**Private Placement**”) comprised of 1,778,800 units of its securities (each, a “**Unit**”) at \$0.47 per Unit, for aggregate gross proceeds of \$836,036. Each Unit is composed of one ordinary share (a “**Share**”) of the Company, and one whole Share purchase warrant (a “**Warrant**”). Each Warrant is exercisable at \$0.70 per Share for two years from the date of issuance. In connection with the Private Placement, Cannibible paid finder’s fees of 8% cash and 8% finder warrants, with each finder’s warrant entitling the finder to acquire one Share at a price of \$0.47 for two years from the date of issuance.

The Company intends to use the proceeds from the Private Placement for business development and general working capital purposes.

All securities issued in connection with the Private Placement are subject to a four-month and one day hold period under applicable securities laws.

About Cannibible

Cannibible is a food-tech company that develops and manufactures food and beverage products variously enhanced with hemp seeds, hemp protein, and other hemp ingredients, where legal to do so. Cannibible has developed proprietary formulas for food and beverage products enhanced with hemp seeds and protein, targeted for the “Better-for-You” segment. The products are sugar free, dairy free, plant based, non GMO, and marketed under Cannibible’s brand name “The Pelicann™”.

Cannibible has developed over 100 product SKUs, of which 40 have been manufactured to date. For more information about Cannibible and its business, visit www.cannibible.world.

Yoav Bar-Joseph, CEO and director

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Cautionary Statement

Certain statements in this news release constitute "forward-looking information" under applicable Canadian securities laws. Words such as *plan*, *anticipate*, *believe*, *estimate*, *expect*, *may*, *intend*, and similar expressions, as they relate to Cannibible or its management, identify forward-looking information. Forward-looking information in this news release relates to the expected uses of the proceeds of the Private Placement. Forward-looking information is based on a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond Cannibible’s control, which could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking information. Cannibible does not undertake any obligation to update such forward-looking information whether because of new information, future events or otherwise, except as expressly required by applicable law.