

January 15, 2024

VIA SEDAR

Financial and Consumer Services Commission of New Brunswick

Dear Sirs:

**Re: Yerbaé Brands Corp. (the “Company” or “Yerbaé”)
Addition of Recipient Agency**

The Company filed the following documents:

- the management information circular for the annual general and special meeting of Kona Bay Technologies Inc. (“**Kona Bay**”) (now Yerbaé) dated November 13, 2022, filed on November 15, 2022, under SEDAR number 03458310;
- the audited annual consolidated financial statements of Kona Bay (now Yerbaé) for the years ended September 30, 2022 and September 30, 2021, the notes thereto and the independent auditor’s report thereon, filed on January 13, 2023, under SEDAR number 03480396;
- the annual management’s discussion and analysis of Kona Bay (now Yerbaé) for the years ended September 30, 2022 and September 30, 2021, and filed on January 13, 2023, under SEDAR number 03480397;
- the audited annual consolidated financial statements of Yerbaé Brands Co., the operating company of Yerbaé, for the years ended December 31, 2022 and December 31, 2021, the notes thereto and the independent auditor’s report thereon, filed on April 28, 2023, under SEDAR number 03526723;
- the Company’s unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2023, as amended, filed on December 21, 2023, together with the notes thereto, under SEDAR number 06058499;
- the Company’s management’s discussion and analysis for the three and nine months ended September 30, 2023, filed on November 29, 2023, under SEDAR number 06058502;
- the Company’s Form 51-102F2 – *Annual Information Form* dated September 25, 2023, filed on September 25, 2023, under SEDAR number 06029419; and
- the Company’s material change reports dated:
 - February 17, 2023 with respect to the completion of the Company’s acquisition merger and business combination with Yerbaé USA, a Delaware incorporated naturally caffeinated, zero calorie, plant-based energy beverage company operating out of Scottsdale, Arizona and, in connection therewith, the re-qualification for listing of the Common Shares on the facilities of the TSX Venture Exchange, under SEDAR number 03492752;

- April 19, 2023 with respect to the closing of the Company's first tranche (the "**First Debenture Tranche**") of its brokered private placement offering of up to 3,000 unsecured convertible debenture units (collectively, the "**Debenture Units**") at a price of US\$1,000 per Debenture Unit for aggregate gross proceeds of up to US\$3,000,000, which First Debenture Tranche consisted of 1,650 Debenture Units for gross proceeds of US\$1,650,000, under SEDAR number 03521440;
- May 17, 2023 with respect to secured Yerbaé LLC's, a wholly-owned Delaware subsidiary of the Company, securing of an accounts receivable and inventory line of credit of US\$2,500,000 from Oxford Commercial Finance, a Michigan banking corporation, under SEDAR number 03537500;
- June 2, 2023 with respect to the Company entering into certain consulting agreements with each of FORCE Family Office, Inc. and Monied Media Ltd. for the provision of certain business development and corporate strategies services as well as the grant of Restricted Share Units of the Company to certain members of Yerbaé's advisory board, under SEDAR number 03547132;
- July 5, 2023 with respect to the Company entering into a consulting agreement for certain investor relations services with Atrium Research Corporation as well as the termination of Yerbaé's consulting arrangement with Native Ads, Inc. in February of 2023, under SEDAR number 03558104;
- July 5, 2023 with respect to the resignation of William Finn as the Chief Financial Officer ("**CFO**") of the Company and, in his place, the appointed Nick Cranny as the Interim CFO, under SEDAR number 03558101;
- August 22, 2023 with respect to the closing of the Company's first tranche (the "**Initial Celebrity Tranche**") of its non-brokered private placement (the "**Celebrity Financing**") of units (each, a "**Celebrity Unit**"), which Initial Celebrity Tranche consisted of 2,219,629 Celebrity Units at a price of US\$1.83 per Celebrity Unit for aggregate gross proceeds of US\$4,061,921.07, under SEDAR number 06013045;
- September 8, 2023 with respect to the closing of the second tranche (the "**Second Celebrity Tranche**") of its Celebrity Financing, which Second Celebrity Tranche raised an additional US\$412,352 for aggregate proceeds together with the Initial Celebrity Tranche of US\$4,474,273, under SEDAR number 06025043;
- September 20, 2023 with respect to the grant of certain options to purchase common shares and the award of certain performance share units of the Company to certain consultants of the Company, under SEDAR number 06028156;
- September 26, 2023 with respect to the closing of the Company's second tranche (the "**Second Debenture Tranche**") of the Brokered Debenture Offering, which Second Debenture Tranche consisted of 2,152 Debenture Units for gross proceeds of US\$2,152,000 and for aggregate gross proceeds, together with the closing of the First Debenture Tranche, of US\$3,802,000, under SEDAR number 06029806;
- November 2, 2023 with respect to the grant of options of the Company to an employee of the Company, under SEDAR number 06042798;
- November 23, 2023 with respect to the announcement of the Company's brokered private placement of special warrants (each, a "**Special Warrant**") and pricing of the Special Warrants at US\$1.50 per Special Warrant, under SEDAR number 06052080;

- December 12, 2023 with respect to the closing of Special Warrant Financing which consisted of the issuance of 1,003,468 Special Warrants, priced at US\$1.50 per Special Warrant, for aggregate gross proceeds of US\$1,505,202, under SEDAR number 06062629; and
- January 3, 2024 with respect to the grant of certain options to purchase common shares and the award of certain restricted share units and performance share units of the Company to certain directors and officers of the Company, under SEDAR number 06069353.

The Financial and Consumer Services Commission is required to be added to the filings. By way of this filing, we are adding the Financial and Consumer Services Commission as a recipient agency.

We trust the above to be satisfactory, however, if you have any questions, please do not hesitate to contact the writer.

Yours truly,

CLARK WILSON LLP

Per: *"Lori McLellan"*

Lori J. McLellan
Paralegal

LJM