

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Yerbaé Brands Corp. (the “**Company**” or “**Yerbaé**”)
18801 N Thompson Peak Parkway
Suite D-380
Scottsdale, AZ, 85255

Item 2 Date of Material Change

August 31, 2023

Item 3 News Release

The news release dated September 1, 2023 was disseminated through Market News and Stockwatch on September 1, 2023.

Item 4 Summary of Material Change

On September 1, 2023, the Company announced the successful close of the second tranche (the “**Second Tranche**”) of its previously announced celebrity investment round, raising an additional US\$412,352 for aggregate proceeds together with the first tranche of US\$4,474,273 (the “**Offering**”).

In connection with the Offering, Yerbaé issued an aggregate of 2,444,958 units (each, a “**Unit**”) of the Company at a price of US\$1.83 per Unit for aggregate gross proceeds, together with the initial tranche, of US\$4,474,273. Each Unit consists of one common share of the Company (each, a “**Common Share**”) and one Common Share purchase warrant (each, a “**Warrant**”), with each Warrant entitling the holder thereof to acquire one additional Common Share (each, a “**Warrant Share**”) and, collectively with the Common Shares and the Warrants, the “**Securities**”) at a price per Warrant Share of US\$2.15 for a period of 24 months from the date of issuance.

The Company intends to use the net proceeds from the Offering for costs associated with increased production, working capital and general corporate purposes.

No finder’s fees were paid in connection with the closing of the Second Tranche. All securities issued in connection with the Offering are subject to a statutory four-month hold period from the date of their respective issuance. For further information on the initial tranche of the Offering, see Yerbaé’s news release filed on [SEDAR+](#) dated August 21, 2023.

The Securities will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

Investor Relations Engagement

Yerbaé also announces that it has entered into a services agreement dated August 21, 2023 with Media Specialists, Inc. (“**Media Specialists**”), for the provision of certain marketing and investor relations services. Under the terms of the agreement with Media Specialists (the “**Media Specialists Agreement**”), Media Specialists has agreed to provide certain market research and investor relations services for a period of three (3) months. In consideration for services to be provided by Media Specialists, the Company agreed to pay Media Specialists US\$1,356,434 for the services, of which the Company has paid US\$656,478 to date. Craig Alan Huey is the principal of Media Specialists. Media Specialists is an arm’s length investor relations provider to the Company. For decades, the professionals at Media Specialists have been concepting and executing successful marketing campaigns for their clients. They have earned the trust of those clients because they understand what it takes to find and engage consumers and prospects with effective marketing messages. They use innovative, comprehensive, and effective fully integrated solutions based on decades of experience in the marketing industry. Their team provides customized plans that incorporate web design, SEO, social, targeted display, and traditional media. Media Specialists owns no securities in the capital of Yerbaé.

Both the Offering and the Media Specialists Agreement are subject to TSX Venture Exchange (“**TSXV**”) final approval.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

A full description of the material change is described in Item 4 above and in the News Release filed on SEDAR+ at www.sedarplus.ca.

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

Todd Gibson, Chief Executive Officer, 480.471.8391

Item 9 Date of Report

September 8, 2023