

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

October 31, 2023

Item 3 News Release

The news release dated October 31, 2023 was disseminated through Market News and Stockwatch on October 31, 2023.

Item 4 Summary of Material Change

The Company announced the grant of stock options to one employee of the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Effective October 31, 2023, the Company granted 11,905 stock options (each, an “**Option**”) to purchase 11,905 common shares (each, a “**Share**”) in the capital of the Company to an employee of the Company. The Options are exercisable for a period of 7 years from the date of grant at a price of US\$1.43 per Share. All Options vest as to: (i) 25% 15 months following the date of grant; (ii) 25% 18 months following the date of grant; (iii) 25% 21 months following the date of grant; and (iv) 25% 24 months following the date of grant.

All of the Options and the Shares underlying such Options, are subject to a hold period of four months and one day from the date of issuance.

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

November 2, 2023