

**AMENDED NOTICE
NATIONAL INSTRUMENT 51-102
CHANGE IN CORPORATE STRUCTURE**

This notice is provided pursuant to the requirements of Section 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations*.

Item 1: Names of the Parties to the Transaction

Yerbaé Brands Corp. (formerly, Kona Bay Technologies Inc.) (“**Yerbaé**”); Yerbaé Brands Co. (“**Yerbaé US**”); Kona Bay Technologies (Delaware) Inc.; 1362283 B.C. Ltd. (“**FinCo**”); Todd Gibson; and Karrie Gibson.

Item 2: Description of the Transaction

On May 19, 2022, Yerbaé (formerly, Kona Bay Technologies Inc.) entered into a definitive agreement related to the proposed merger and business combination of the Company with Yerbaé US (the “**Transaction**”).

The Transaction was completed by way of a reverse triangular merger conducted pursuant to (i) the provisions of the Delaware General Corporations Law in which Kona Bay Technologies (Delaware) Inc., a wholly-owned subsidiary of Yerbaé, merged with and into Yerbaé US, and (ii) a plan of arrangement conducted pursuant to the provisions of the Business Corporations Act (British Columbia), which also resulted in the amalgamation of Yerbaé (formerly, Kona Bay Technologies Inc.) with FinCo, a previous wholly-owned subsidiary of Yerbaé.

At the time of closing of the Transaction (the “**Closing**”), an aggregate of 54,493,936 common shares (each, a “**Share**”) of Yerbaé were issued and outstanding, of which: 35,848,290 Shares were issued to the former Yerbaé US shareholders (inclusive of an aggregate of 5,631,276 Shares issued to former holders of an aggregate of US\$4,500,000 in convertible promissory notes of Yerbaé US converted immediately prior to Closing), 8,000,000 performance Shares (each, a “**Performance Share**”) were issued to certain individuals, as to 3,000,000 Performance Shares to Klutch Financial Corp. (“**Klutch**”), a former Insider of and arm’s length party to Yerbaé and Yerbaé US, and 2,500,000 Performance Shares to each of Todd Gibson and Karrie Gibson, which Performance Shares are to be held in escrow and released upon the completion of certain performance-based incentives related to the listing of the Shares on the TSXV, future equity financings, and certain trailing gross revenue targets, 3,153,746 Shares were issued to the former holders of Share purchase warrants of Yerbaé (each, a “**Warrant**”) exercised in connection with the Closing, and 2,015,163 Shares issued to former holders of subscription receipts of FinCo.

In addition, the 1,087,752 options to purchase shares of common stock (each, a “**Yerbaé US Share**”) of Yerbaé US which were outstanding immediately prior to Closing were cancelled and the holders thereof were granted an aggregate of 1,087,752 options to purchase Shares (each, an “**Option**”), 1,754,464 warrants to purchase Yerbaé US Shares which were outstanding immediately prior to Closing were cancelled and the holders thereof were granted an aggregate of 1,754,464 replacement Warrants, and 2,015,163 warrants to purchase common shares of FinCo which were outstanding immediately prior

to Closing were cancelled and the holders thereof were granted an aggregate of 2,015,163 replacement Warrants.

In connection with the Closing, the parties paid customary advisory fees to Roth Canada, ULC, an eligible arm's length third party finder (the "Finder"), in consideration for the Finder's services in facilitating the identification, negotiation and implementation of the Transaction which consisted of the issuance of 507,662 Shares, as well as a cash payment of US\$200,000.

Following the Closing, Yerbaé has an aggregate of 54,493,936 Shares, 1,087,752 Options and 4,202,014 Warrants outstanding.

Following the Closing, the board and management of Yerbaé was reconstituted.

Item 3. Effective Date of the Transaction

February 8, 2023.

Item 4. Names of Each Party That Ceased to be a Reporting Issuer Subsequent to the Transaction and of Each Continuing Entity

Yerbaé continues to be a reporting issuer in the Provinces of British Columbia and Alberta.

Item 5. Date of the Reporting Issuer's First Financial Year-End Subsequent to the Transaction

The financial year end of the Company changed from September 30th to December 31st. The auditor of Yerbaé, following Closing, is MNP LLP, located at 111 Richmond Street West, Suite 300, Toronto, Ontario, M5H 2G4.

Item 6. Periods, Including the Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed For The Reporting Issuer's First Financial Year Subsequent To The Transaction

Financial Statements	Period Ended	Comparative Period Ended
Unaudited Period	3 months ended March 31, 2023	3 months ended March 31, 2022
Unaudited Period	6 months ended June 30, 2023	6 months ended June 30, 2022
Unaudited Period	9 months ended September 30, 2023	9 months ended September 30, 2022
Audited Period	12 months ended December 31, 2023	12 months ended December 31, 2022

Item 7. Documents Which Were Filed Under National Instrument 51-102 that Describe the Transaction and Where Those Documents Can Be Found In Electronic Format

- News Release dated May 24, 2022 filed on May 24, 2022;
- Arrangement Agreement dated May 19, 2022 filed on May 26, 2022;
- Management Information Circular dated November 13, 2022 filed on November 15, 2022;
- News Release dated November 23, 2022 filed on November 23, 2022;
- News Release dated December 22, 2022 filed on December 22, 2022; and
- News Release dated February 3, 2023 filed on February 3, 2023; and
- News Release dated February 9, 2023 filed on February 9, 2023.

Each of the foregoing is available under the profile of the Company at www.sedar.com.

Item 8. Date of Report

March 31, 2023.

YERBAÉ BRANDS CORP.

"Todd Gibson"

Todd Gibson
CEO and Director