FORM 51–102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

CENTR Brands Corp. (the "**Company**")
507-837 West Hastings Street
Vancouver, British Columbia
V6C 3N6 Canada

Item 2 Date of Material Change

August 6, 2024

Item 3 News Release

A news release dated August 2, 2024 was disseminated and subsequently filed on SEDAR+.

Item 4 Summary of Material Change

The Company extended the expiry date of an aggregate of 10,116,867 common share purchase warrants in the capital of the Company.

The Company also announced that the unsecured convertible debentures issued by the Company on July 11, 2024 may be converted, in whole or in part, at any time before July 11, 2025, into equity securities of the Company, subject to the approval of the CSE.

Item 5 Full Description of Material Change

The Company extended the expiry date of an aggregate of 10,116,867 common share purchase warrants in the capital of the Company (the "**Warrants**"), as further detailed below:

- the expiry date of 1,086,684 Warrants issued on August 6, 2021, and originally set to expire on August 6, 2024, has been extended to August 6, 2025;
- the expiry date of 794,668 Warrants issued on September 10, 2021, and originally set to expire on September 10, 2024, has been extended to September 10, 2025;
- the expiry date of 7,007,144 Warrants issued on April 13, 2022, and originally set to expire on April 13, 2025, has been e extended to April 13, 2026; and
- the expiry date of 1,228,371 Warrants issued on May 6, 2022, and originally set to expire on May 6, 2025, has been extended to May 6, 2025.

The Warrants issued on each of August 6, 2021 and September 10, 2021, entitle the holders thereof to acquire one common share in the capital of the Company (a "**Share**") at an exercise price of $1.75 per Share. The Warrants issued on each of April 13, 2022 and May 6, 2022, entitle the holders thereof to acquire one Share at an exercise price of $1.00 per Share. None of the Warrants outstanding are held by insiders of the Company. All other terms of the Warrants, including the exercise price described herein, remain unchanged. The amendments described herein are subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including that of the Canadian Securities Exchange (the "**CSE**").

Unsecured Convertible Debentures

The Company also announced that the unsecured convertible debentures issued by the Company on July 11, 2024 (the "**Debentures**"), may be converted, in whole or in part, at any time before July 11, 2025, into equity securities of the Company, at the election of the holder thereof, in whole or in part, at a conversion price equal to the greater of: (A) $0.05 (if the Market Price (as such term is defined in the policies of the CSE) is less than $0.05; (B) the Market Price (as such term is defined in the policies of the CSE); and (C) the offering price of the Company's first equity financing following the date of issuance of the Debentures, subject to the approval of the CSE.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The name and telephone number of the officer of the Company who is knowledgeable about the material change and the Material Change Report is:

Campbell Becher, Chief Executive Officer
+1 (888) 527-3251
info@findyourcentr.com

Item 9 Date of Report

August 13, 2024

FORWARD-LOOKING STATEMENTS:

This material change report may contain "Forward-Looking Statements" within the meaning of applicable Canadian securities laws. Forward-looking statements are not comprised of historical facts. Forward- looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to the Company, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward-looking information in this material change report includes, but is not limited to, the closing of the Offering, the intended *use of proceeds of the Offering, the issuance of the Units upon conversion of the Debentures and the Company obtaining all necessary approvals, including that of the CSE. Many factors, both known and unknown, could cause results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations.*