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

July 18 and 25, 2025

Item 3 News Release

A news releases dated July 18 and 25, 2025, were disseminated and subsequently filed on SEDAR+.

Item 4 Summary of Material Change

On July 18, 2025, the Company announced a non-brokered private placement of unsecured convertible debentures (the "**Offering**") of up to 150 Debentures in the amount of $1,000 each (the "**Debentures**").

On July 25, 2025, the Company closed the Offering of 150 Debentures for aggregate gross proceeds of $150,000.

Item 5 Full Description of Material Change

On July 18, 2025, the Company announced a proposed non-brokered private placement of up to 150 unsecured convertible debentures in the amount of $1,000 each (the "**Debentures**") in the aggregate principal amount of $150,000 (the "**Offering**").

On July 25, 2025, the Company announced that, further to its news release dated July 18, 2025, the Company has closed the Offering 150 Debentures in the amount of $1,000 each in the aggregate principal amount of $150,000.

The Debentures will bear interest from the date of issuance at a rate of 10.0% per annum, calculated and payable annually, and will mature on the date (the "**Maturity Date**") that is 12 months from the date of issuance, being July 25, 2026 (the "**Closing Date**").

The principal amount of the Debentures, together with any accrued and unpaid interest, may be converted, in whole or in part, at any time before the Maturity Date, into equity securities of the Company, at the election of the holder, in whole or in part, at a conversion price equal to the greater of : (A) the Market Price (as such term is defined in the policies of the Canadian Securities Exchange (the "**CSE**"); and (B) the offering price of the Company's first equity financing following the Closing Date, subject to the approval of the CSE.

The Company intends on using the net proceeds of the Offering for working capital and general corporate purposes.

Two insiders of the Company have participated in the Offering. This participation is considered a "related party transaction" as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of any securities issued to such insiders nor the consideration that will be paid by such persons will exceed 25% of the Company's market capitalization.

All securities issued in connection with the Offering are subject to a statutory hold period of four months and one day following the date of issuance in accordance with applicable Canadian securities laws.

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

July 28, 2025

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 intended use of proceeds of the Offering, the issuance of the equity securities upon conversion of the Debentures and the Company obtaining CSE approval of the conversion price of the Debentures. 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.