FORM 51-102F3
MATERIAL CHANGE REPORT

Item One – Name and Address of Company

Odd Burger Corporation (the "**Company**")
505 Consortium Court
London, ON N6E 2S8

Item Two – Date of Material Change

January 29, 2024

Item Three – News Release

The news release reporting the material change described in this report was issued in London, Ontario on January 29, 2024 through the newswire services of Cision and was filed via SEDAR (the "**News Release**"). The News Release is attached hereto as Schedule "A" and incorporated by reference herein.

Item Four – Summary of Material Change

The Company announced that further to the news release dated November 15, 2023 it has agreed to a further advance under a promissory note with Vegan World LLC for CAD $250,000. After the advance, the principal amount owing to the Lender under the Promissory Note will be CAD $500,000.

The Company also announced that it has completed a non-brokered private placement of 1,275,000 Units of the Company at a price of $0.20 per Unit for aggregate gross proceeds of up to CAD $255,000.

Item Five – Full Description of Material Change

For a full description of the material change, please see the News Release attached hereto as Schedule "A" which News Release forms an integral part of this material change report.

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

Not Applicable.

Item Seven – Omitted Information

Not Applicable.

Item Eight – Executive Officer

James McInnes, CEO 416.616.4958

Item Nine – Date of Report

February 5, 2024

SCHEDULE “A”

Odd Burger Secures Increase to Line of Credit and Closes $255k Private Placement

LONDON, ON, January 29, 2024 -- Odd Burger Corporation (“**Odd Burger**” or the “**Company**”) (TSXV: ODD) (OTCQB: ODDAF) (FSE: IA9) is pleased to announce that further to the news release dated November 15, 2023 it has agreed to a further advance under a promissory note (the “**Promissory Note**”) with Vegan World LLC (the “**Lender**”) for CAD $250,000. After the advance, the principal amount owing to the Lender under the Promissory Note will be CAD $500,000.

The credit facility will be secured against specific company assets and the loan will bear interest at a rate of 15% per annum, maturing 1 year from issuance on November 15, 2024. No securities will be issued in conjunction with the credit facility and the Lender is an arm’s length transaction to the Company.

The company will use the credit facility to accelerate the growth of its consumer-packaged goods line which launched in September 2023, support the Company’s franchise expansion in Canada, the U.S. and abroad and for general working capital purposes.

Private Placement

In addition, the Company is pleased to announce that it has completed a non-brokered private placement (the “**Offering**”) of 1,275,000 Units of the Company (the “**Units**”) at a price of $0.20 per Unit for aggregate gross proceeds of up to CAD $255,000.

Each Unit consists of one common share in the capital of the Company (a “**Common Share**”) and one Common Share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one Common Share at a price of $0.35 per Common Share (the “**Warrant Exercise Price**”) at any time on or before January 29, 2026.

The approval of the Offering will be subject to final acceptance of the Offering by the TSX Venture Exchange. The Units, including all underlying securities thereof, will have a hold period of four months and one day from the date of issue. The net proceeds of the Offering will be used by the Company for general working capital purposes.

For investor inquiries, please reach out to Odd Burger investor relations at: invest@oddburger.com

About Odd Burger Corporation

Odd Burger Corporation is a franchised vegan fast-food restaurant chain and food technology company that manufactures a proprietary line of plant-based protein and dairy alternatives. Its manufactured products are distributed to Odd Burger restaurant locations through its foodservice line and also sold at grocery retailers through its consumer-packaged goods (CPG) line. Odd Burger restaurants operate as smart kitchens, which use state-of-the art cooking technology and automation solutions to deliver a delicious food experience to customers craving healthier and more sustainable fast food. With small store footprints optimized for delivery and takeout, advanced cooking technology, competitive pricing, a vertically integrated supply chain along with healthier ingredients, Odd Burger is revolutionizing the fast-food industry by creating guilt-free fast food that can be enjoyed at its restaurant locations or at home though its CPG line. Odd Burger Corporation is traded on the TSX Venture Exchange under the symbol

"ODD" and on the OTCQB under the symbol "ODDAF". For more information visit https://www.oddburger.com.

Forward-Looking Information

This news release contains forward-looking information for the purpose of providing information about management's current expectations and plans relating to the future. Readers are cautioned that reliance on such information may not be appropriate for other purposes. Any such forward-looking information may be identified by words such as "proposed", "expects", "intends", "may", "will", and similar expressions. Forward looking information contained or referred to in this news release includes statements relating to future restaurant openings, potential franchisees, demand for our products and other similar statements. Forward-looking information is based on several factors and assumptions which have been used to develop such information, but which may prove to be incorrect including, but not limited to material assumptions with respect to the continued strong demand for the Company's products, the availability of sufficient financing on reasonable terms to fund the Company's capital requirements and the ability to obtain necessary equipment, production inputs and labour. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information because the Company can give no assurance that such expectations will prove to be correct. Risks and uncertainties that could cause actual results, performance or achievements of the Company to differ materially from those expressed or implied in such forward-looking information include, among others, negative cash flow and future financing requirements to sustain and grow operations, limited history of operations and revenues and no history of earnings or dividends, expansion of facilities, competition, availability of raw materials, dependence on senior management and key personnel, general business risk and liability, regulation of the food industry, change in laws, regulations and guidelines, compliance with laws, unfavourable publicity or consumer perception, product liability and product recalls, risks related to intellectual property, difficulties with forecasts, management of growth and litigation, as well as the impact of, uncertainties and risks associated with the ongoing COVID-19 pandemic, many of which are beyond the control of the Company. For a more comprehensive discussion of the risks faced by the Company, please refer to the Company's Annual Information Form filed with Canadian securities regulatory authorities at www.sedar.com. The forward-looking information in this news release reflects the current expectations, assumptions and/or beliefs of the Company based on information currently available. Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. The forward-looking information contained in this news release is expressly qualified by this cautionary statement.

Non-GAAP Measures

This news release may refer to certain non-GAAP measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS, and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS.