FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Superbuzz Inc. (the "**Company**")
1 Adelaide Street East, Suite 801
Toronto, Ontario M5C 2V9

Item 2: Date of Material Change

July 9, 2025.

Item 3: News Release

A news release was disseminated on July 10, 2025, via Newsfile Corp. and filed on the Company's SEDAR+ profile at www.sedarplus.ca.

Item 4: Summary of Material Change

On July 9, 2025, the Company closed a non-brokered private placement for aggregate gross proceeds of C$1,051,812.

Item 5.1: Full Description of Material Change

On July 9, 2025, the Company closed its previously announced non-brokered private placement for aggregate gross proceeds of C$1,051,812 through the issuance of 7,512,942 units of the Company (each, a "**Unit**") at a price of C$0.14 per Unit (the "**Offering**"). Each Unit consists of one common share of the Company (a "**Common Share**") and one Common Share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder to acquire one additional Common Share at a price of C$0.24 per Common Share for a period of 24 months from the date of issuance.

The net proceeds of the Offering will be used for general working capital purposes.

In connection with the Offering, the Company paid eligible finders an aggregate cash commission of C$35,363 and issued an aggregate of 214,591 non-transferable finder's warrants (each, a "**Finder's Warrant**"). Each Finder's Warrant entitles the holder to acquire one Common Share at a price of C$0.14 per Common Share for a period of 24 months from the date of issuance.

Two directors and insiders as defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), participated in the Offering, either directly or indirectly, therefore the Offering constitutes a "related party transaction" within the meaning of MI 61-101. In its consideration and approval of the Offering, the board of directors of the Company determined that the Offering is exempt from the formal valuation and minority approval requirements of MI 61-101 on the basis that the fair market value of the Offering to related parties does not exceed 25% of the market capitalization of the Company, in accordance with Sections 5.5 and 5.7 of MI 61-101.

The insider participation in the Offering is as follows:

Name of Insider	Position with the Corporation	Number of Units	Value of subscription	Number and percentage of common shares held before Closing(1)	Number and percentage of common shares held after Closing(1)
Liran Brenner	Director and CEO	215,000	$30,100.00	862,919 (3.38%)	1,077,919 (3.27%)
Yoel Yogev	Director	285,714	$40,000.00	6,020,842 (23.61%)	6,306,556 (19.10%)

Note:

(1) Calculated on a non-diluted basis, inclusive of common shares beneficially owned, controlled or directed, directly or indirectly, and based on 25,499,593 common shares issued and outstanding prior to the closing of the Offering and 33,012,535 common shares issued and outstanding immediately following the closing of the Offering.

Each of the aforementioned insiders abstained from the approval of the Offering as directors of the Company. The directors of the Company approved the Offering by written resolution. In accordance with the *Business Corporations Act* (Ontario), all of the directors were required to sign the authorizing resolution in order for the Offering to be valid as if passed at a meeting of the directors of the Company, however, the signatures of each of the aforementioned insiders do not constitute a vote by the insider as a director to approve the Offering. The Offering was unanimously approved by the directors of the Company entitled to vote thereon.

The Offering was conducted to provide the Company with capital to execute on its operational strategy and to provide funds for capital expenditures, potential acquisitions, brand and sales investment, working capital, and general corporate purposes. The successful closing of the Offering will allow the Company to pursue its current and future business objectives.

The Company did not file a material change report more than 21 days before the closing of the Offering as the details of the Offering, and the confirmation of insider participation in the Offering, was not definitively known to the Company until the date of the closing of the Offering and the board of directors determined that it was in the best interests of the Company to close the Offering as soon as practicable.

All securities issued in connection with the Offering are subject to a statutory hold period of four months and one day from the date of issuance, in accordance with applicable Canadian securities laws. The closing of the Offering remains subject to final approval by the TSX Venture Exchange.

The securities issued under this Offering have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**"), and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on Subsection 7.1(2) of National Instrument 51-102 (Confidentiality)

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information with respect to this material change, please contact:

Liran Brenner
Chief Executive Officer
Phone: 972 548167755
Email: liran@superbuzz.io

Item 9: Date of Report

July 14, 2025.