MATERIAL CHANGE REPORT
FORM 51-102F3

ITEM 1 Name and Address of Company

Global Food and Ingredients Ltd. (the "**Company**")
43 Colborne St., Suite 400
Toronto, Ontario, M5E 1E3

ITEM 2 Date of Material Changes

May 3, 2024 and May 7, 2024

ITEM 3 News Release

News releases announcing the material changes were issued and disseminated through the facilities of Accesswire on May 7, 2024 and May 8, 2024 and filed on SEDAR+ (www.sedarplus.ca).

ITEM 4 Summary of Material Change

On May 7, 2024, the Company announced plans to commence a wind-down of its business operations due to recent macro-economic events. These events have made it difficult for the Company to acquire adequate supplies of raw material inputs for its processing assets, leading to a material decline in sales and gross profit. Despite efforts by management and the board of directors to explore alternatives such as refinancing, selling processing facilities, or securing bridge financing, no viable solutions were found. Consequently, the Company will work with its lenders to sell its assets.

On May 8, 2024, the Company announced that it had received letters from both the senior secured lenders (the "**Lenders**") to the Company's subsidiary, Global Food and Ingredients Inc. (the "**Subsidiary**") demanding full payment of the Subsidiary's debts.

ITEM 5 5.1 Full Description of Material Change

On May 7, 2024, the Company announced plans to commence an orderly wind-down of its business operations. The wind-down is a result of recent macro-economic events, which have caused the Company to experience challenges in purchasing adequate supplies of raw material inputs for its processing assets, which has resulted, and is expected to continue to, result in a material decline in the Company's sales and gross profit until new raw material supply becomes available from the fall 2024 Canadian harvest.

Management and the board of directors have determined that these challenges will make it near impossible for the Company to continue to operate and service its debts, leaving no other option than to wind-down its operations. The board of directors of the Company and its financial advisors conducted an extensive and exhaustive review of all available and credible alternatives for the Company to allow it to continue its business operations, including but not limited to, the refinancing or sale of existing processing facilities, bridge financing options and/or a sale of all or a material portion of the Company's assets/business, but was unsuccessful in securing a viable solution. The Company will be working with its lenders to sell its assets in an orderly fashion.

During the course of the wind-down of its operations, the Company will continue to comply with its continuous disclosure obligations in accordance with applicable laws. The Company remains in good standing with its transfer agent.

In light of the foregoing, each of the directors of the Company have resigned. There have been no changes to the officers of the Company.

On May 8, 2024, the Company announced that is has received letters from the Lenders to the Subsidiary, which demand full payment of the Subsidiary's debts. The letters demand immediate full payment of the outstanding debt balances of $14,987,992 and $6,844,973, respectively, together with all accrued interest, fees and legal costs. In addition, the Lenders have each provided the Subsidiary, the Company and other subsidiaries with a Notice of Intention to Enforce Security (the "**BIA Notices**") pursuant to subsection 244(1) of the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**"). As disclosed above, the Company has been placed in an untenable financial situation and is unable to obtain creditor protection. The application for the appointment of the receiver is anticipated to be heard on May 23, 2024 at the Superior Court of Justice in Toronto, Ontario.

Trading of the Company's common shares will remain suspended on the TSX Venture Exchange since the Company does not meet exchange requirements.

5.2 – Disclosure for Restructuring Transactions

Not applicable.

ITEM 6 Reliance on Section 7.1(2) of National Instrument 51-102 of the Act

Not applicable.

ITEM 7 Omitted Information

Not applicable.

ITEM 8 Executive Officer

The name and business number of an executive officer of the Company who is knowledgeable about the material change and this report is:

Bill Murray
Chief Financial Officer
E-mail: bill.murray@gfiglobalfood.com
Tel: 416-840-6801

ITEM 9 Date of Report

May 9, 2024