

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Halo Collective Inc. (the "**Corporation**")
77 King Street West, Suite 400
Toronto, Ontario, M5K 0A1

2. Date of Material Change

November 9, 2022.

3. News Release

A news release dated November 9, 2022, was disseminated through the facilities of CNW Newswire and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

4. Summary of Material Change

On November 9, 2022, the Corporation announced that it had entered into a promissory note (the "**Promissory Note**") with Reef Capital Inc. (the "**Lender**"), for a principal amount of up to C\$5,000,000, to be advanced in separate tranches of at least C\$250,000 at the request of the Corporation, with the consent of the Lender.

5. Full Description of Material Change

5.1 Full Description of Material Change

On November 9, 2022, the Corporation announced that it had entered into the Promissory Note. The Promissory Note is for an initial two year term (the "**Initial Term**") with interest accruing at a rate of 10%. The Corporation has the ability to extend the Initial Term for an additional twelve months at an interest rate of 15% following the Initial Term upon thirty days prior written notice.

Pursuant to the terms of the Promissory Note, the Lender may convert the principal amount outstanding under the Promissory Note, from time to time, into common shares in the capital of the Corporation ("**Common Shares**") at a conversion price equal to the greater of: (i) 80% of the closing market price of the Common Shares on the Neo Exchange Inc. (or such other primary stock exchange on which the Common Shares are then listed) on the day preceding the date on which the Lender delivers a conversion notice to the Corporation; and (ii) \$0.10. Interest owing under the Promissory Note is payable in cash.

The Promissory Note contains language preventing the Lender from converting any amount outstanding thereunder if such conversion would result in: (i) the Lender and any person acting in combination or in concert with the Lender, holding greater than 9.99% of the outstanding Common Shares after giving effect to the conversion and issuance, without the Lender having filed and cleared a personal information form with the NEO Exchange Inc.; or (ii) the Lender and any person acting in combination or in concert with the Lender, holding greater than 19.99% of the outstanding Common Shares after giving effect to the conversion and issuance.

5.2 Disclosure for Restructuring Transaction

Not applicable

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For additional information please contact Marshall Minor, Interim Chief Financial Officer of the Corporation at (541) 646-5694 or marshall@haloco.com.

9. Date of Report

November 21, 2022.