

**Form 51-102F3**  
**Material Change Report**

**Item 1. Name and Address of Company**

Antalis Ventures Corp. (the "**Company**" or "**Antalis**")  
1700 – 666 Burrard Street  
Vancouver, British Columbia  
V6C 2X8

**Item 2. Date of Material Change**

December 15, 2021.

**Item 3. News Release**

A news release was disseminated on December 15, 2021 through the facilities of a recognized newswire service.

**Item 4. Summary of Material Change**

Antalis, a capital pool company listed on the TSX Venture Exchange (the "**TSXV**"), entered into a second agreement to amend the share exchange agreement dated August 11, 2021 among the Company, Peas of Bean Ltd. ("**POB**") and the shareholders of POB (the "**Share Exchange Agreement**"), pursuant to which the parties have extended the outside date to complete the transactions contemplated by the Share Exchange Agreement (the "**Transaction**") from December 15, 2021 to March 15, 2022. The other terms of the Share Exchange Agreement, as announced by the Company on August 11, 2021, remain unchanged.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

Antalis, a capital pool company listed on the TSXV, entered into a second agreement to amend the Share Exchange Agreement, pursuant to which Antalis, POB and the POB Shareholders agreed to extend the outside date to complete the Transaction from December 15, 2021 to March 15, 2022. The other terms of the Share Exchange Agreement, as announced by the Company on August 11, 2021, remain unchanged.

The Transaction is intended to constitute the Company's qualifying transaction pursuant to Policy 2.4 – *Capital Pool Companies* of the TSXV Corporate Finance Manual.

Completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and, if applicable pursuant to the requirements of the TSXV, shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

The TSXV has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this report.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7. Omitted Information**

Not applicable.

**Item 8. Executive Officer**

Rowland Wallenius, Chief Financial Officer of the Company, is knowledgeable about the material change described above. His telephone number is 604-562-1550.

**Item 9. Date of Report**

December 15, 2021.