

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

**Item 1 Name and Address of Company**

Avant Brands Inc. (“**Avant**” or the “**Corporation**”)  
1632 Dickson Avenue, Suite 335  
Kelowna, British Columbia, V1Y 7T2

**Item 2 Date of Material Change**

July 17, 2023.

**Item 3 News Release**

A news release was issued and disseminated on July 17, 2023 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4 Summary of Material Change**

On July 17, 2023, the Corporation completed the closing of a \$3.5 million credit facility (the “**Credit Facility**”), which will be secured by the real-estate of the Corporation’s non-operational and non-licensed real property owned by GreenTec Holdings Ltd. (“**GreenTec Holdings**”) and guaranteed by certain subsidiaries of the Corporation, including 3PL Ventures Inc. (“**3PL**”), The Flowr Group (Okanagan) Inc. (“**Flowr Okanagan**”) and GreenTec Holdings.

**Item 5.1 Full Description of Material Change**

On July 17, 2023, the Corporation completed the closing of the Credit Facility, which will be secured by the real-estate of the Company’s non-operational and non-licensed real property owned by GreenTec Holdings and guaranteed by certain subsidiaries of the Company, including 3PL, Flowr Okanagan and GreenTec Holdings. The Credit Facility will bear an annual interest rate of 15%, as will be adjusted for any upward change in the Prime Rate from 8.25% at the time of any advance, with a 3-year amortization period commencing as the Credit Facility is drawn upon in tranches of a minimum amount of \$500,000, subject to the satisfaction of customary conditions precedent, with a condition that Avant completes a minimum draw-down of \$500,000 by July 31, 2023, subject to the satisfaction of customary conditions precedent.

In connection with closing of the Credit Facility, the Corporation also issued 1,750,000 common share purchase warrants to the lender (the “**Warrants**”) to acquire common shares in the capital of the Corporation (the “**Shares**”) at an exercise price of \$0.30 per Share on or before July 17, 2026. The Warrants will vest and become exercisable proportionately in accordance with the draw down schedule for the Credit Facility.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Miguel Martinez  
Chief Financial Officer  
Tel: (778) 760-8338

**Item 9 Date of Report**

July 20, 2023