

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

Hill Street Beverage Company Inc.
2410 Lucknow Drive Unit #31
Mississauga, Ontario
L5S 1V1

Item 2. Date of Material Change

October 12, 2022

Item 3. News Release

The news release announcing the material change was released on October 12, 2022, *through Canadian newswires and subsequently filed on the System for Electronic Document Analysis and Retrieval*. Copies of the press releases are attached hereto.

Item 4. Summary of Material Change

The Company has appointed Matthew Jewell as its permanent CFO. Please see the attached press release for a full description of the material change.

Item 5.1. Full Description of Material Change

Please see the attached press release.

Item 5.2. Disclosure of Restructuring Transactions

Not applicable.

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

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

Craig Binkley
Craig@hillstreetbevco.com

Item 9. Date of Report

October 14, 2022

Hill Street Appoints Matthew Jewell as Chief Financial Officer

Toronto, Ontario--(Newsfile Corp. - October 12, 2022) - Hill Street Beverage Company Inc. (TSXV: HILL) ("**Hill Street**", or the "**Company**") announces that effective today, it has appointed Mr. Matthew Jewell as its permanent Chief Financial Officer, succeeding Ms. Hinta Chambers, who had stepped into the role of interim CFO following her August 2022 resignation as permanent CFO of the Company.

Mr. Jewell joins Hill Street from Next Green Wave Holdings Inc. ("**Next Green Wave**"), an integrated premium craft cannabis producer and CPG company in California that was publicly traded on the CSE until its acquisition by Planet 13 Holdings Inc. in March 2022. Mr. Jewell was the first full-time employee at Next Green Wave and led the company as its Canada-based CFO, from its inception until its eventual sale in a transaction valued at almost \$100M.

In addition to his highly relevant cross-border background in both cannabis and CPG, Matt brings more than a decade of experience in emerging industries, providing strategic recommendations to the executive team and board of directors and guiding financial reporting, financial planning, HR, legal and operations.

Matt spent several years early in his accounting career as an auditor at KPMG and graduated from the University of Victoria with a Bachelor of Commerce.

"I am delighted to welcome Matt as our new CFO to work closely with myself and the rest of the Hill Street team," said Craig Binkley, Chief Executive Officer. "With Matt's extensive experience in establishing financial systems and reporting, cash management and capital market strategies, as well as his strong track record of scaling emerging business operations, I am confident he is the right choice for Hill Street as we continue to execute on our transformational strategy and deliver record financial performance. I also want to thank Hinta for her significant contributions to Hill Street in building its financial foundation and for helping us to ensure a smooth transition of the CFO duties."

Jack Fraser, Chairman of the Board of Directors, comments, "The Board is extremely pleased that we are adding another successful, experienced individual to our Hill Street management team. Matt's experience in managing all of the key financial aspects of a publicly-traded company will be very valuable as Hill Street continues to drive its global growth agenda."

Mr. Jewell said, "I am thrilled to join the Hill Street family today. With its experienced and passionate leadership team driving execution of a clear strategy for development of its DehydraTECH™ licensing business, along with the expansion opportunities that the Company has in the burgeoning alcohol-free beverage category, I think that the Company has an exciting future and that the potential for growth and value creation for shareholders is tremendous."

In connection with Mr. Jewell's appointment, the Board has approved a grant of 1MM restricted share units (the "**RSUs**") in the Company, subject to certain vesting conditions. The RSU grant is subject to the Company's RSU Plan and each vested RSU entitles the holder to acquire one common share of the Company.

About Hill Street Beverage Company Inc. (TSXV: HILL)

Hill Street Beverage Company Inc. is a progressive non-alcoholic beverage and cannabis solutions company. We are pioneering the space where craft consumer products meet bioscience by combining our deep CPG expertise and our rights to use **Lexaria Bioscience Corp.'s** ground-breaking **DehydraTECH™** patent portfolio for product development, licensing and B2B sales of cannabis ingredients.

For more information on our business activities or to check out **Hill Street's** award-winning alcohol-free line-up and order product to be delivered straight to your home go to www.hillstreetbeverages.com.

For more information:

Craig Binkley, Chief Executive Officer
craig@hillstreetbevco.com

FORWARD-LOOKING STATEMENTS

Statements in this press release may contain forward-looking information. Any statements in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "would", "anticipate", "expects", and similar expressions. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances, such as future availability of capital on favourable terms, may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement. The forward-looking statements contained in this press release are made as of the date of this press release. The Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities law.

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