

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

Item 1. Name and Address of Company

2410 Lucknow Drive Unit #31
Mississauga, Ontario
L5S 1V1

Item 2. Date of Material Change

April 12, 2021

Item 3. News Release

The news releases announcing the material change was released on April 12, 2021, *through Canadian newswires and subsequently filed on the System for Electronic Document Analysis and Retrieval*. A copy of the press release is attached hereto.

Item 4. Summary of Material Change

Please see the attached press release

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

Hinta Chambers, CFO
Hinta@hillstreetbevco.com

Item 9. Date of Report

April 21, 2021

Hill Street Closes Oversubscribed Non-Brokered Private Placement

Toronto, Ontario--(Newsfile Corp. - April 12, 2021) - **Hill Street Beverage Company Inc. (TSXV: BEER)** ("**Hill Street**" or the "**Company**") is pleased to announce that it has closed its previously announced non-brokered private placement of units ("**Units**"), at a price of \$0.08 per Unit, for aggregate gross proceeds to the Company of \$3,403,883.52, which was oversubscribed by almost \$1,000,000. Each Unit is comprised of one (1) common share and one (1) warrant ("**Warrant**"), with each Warrant entitling the holder thereof to purchase one (1) common share of the Company at a price of \$0.11 per share for a period of three (3) years from Closing ("**Offering**"). All the securities issued in connection with the offering will be subject to a hold period of four-months and one day from the date of closing.

"We are extremely pleased with the response to our offering and the quality of investors from both Canada and the US, that are supporting our global growth agenda," said Lori Senecal. "This capital is important for our next phase of corporate development as we continue to build out our programs to monetize the patent usage rights we acquired to DehydraTECH (R) fast-acting emulsion technology," added Craig Binkley.

In connection with the Offering, the Company paid finders fees of \$8,320 and issued 52,000 finder's warrants ("**Finder Warrants**") to Echelon Wealth Partners. Each Finder Warrant will entitle the holder to purchase one common share of the Company at a price of \$0.08 for two years from the date of closing. Echelon is arm's length to the Company.

In accordance with the policies of the TSXV, the following insiders of the Company participated in the offering: \$20,000 by Ms. Lori Senecal (board member, and Interim Co-CEO); \$20,000 by Ms. June Nicholson, Chief Operating Officer; and \$90,000 by Mr. Raymond Bisailon (board member).

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

Hill Street Beverage Company is a leading and award-winning company focused on alcohol-free beer, wine, and adult-format beverages. **Hill Street's** brands include **Hill Street Craft Brewed Lager, and Vin(Zero)**, and have won numerous medals and accolades around the world. **Hill Avenue Cannabis**, the Company's wholly-owned subsidiary, will produce and sell Cannabis-infused adult beverages and other Cannabis products with expected distribution at licensed outlets in 2021, as well as commercializing Lexaria's patented *DehydraTECHTM fast-acting platform technology*

Check out **Hill Street's** award-winning alcohol-free line-up and order product to be delivered straight to your home at www.hillstreetbeverages.com, and cannabis related business activities and products at www.hillvenuecannabis.com

For further information:

Jack Fraser, Chairman of the Board, Hill Street Beverage Company Inc.,
jack@hillstreetbevco.com

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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", "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.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Not for dissemination in the United States.



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