

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

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

Hill Street Beverage Company Inc.  
480 University Ave, Suite 1401  
Toronto, Ontario  
M5G 1V2

**Item 2. Date of Material Change**

December 20, 2019

**Item 3. News Release**

The news releases announcing the material change were released on December 23, 2019, 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**

On December 20, 2019 completed a non-brokered private placement financing of units ("Units") for gross proceeds of \$799,499 at a price of \$0.06 per Unit. Each Unit consists of one common shares and one warrant, with each warrant entitling the holder thereof to purchase one common share in the capital of the Company at a price of \$0.13 per share for a period of two years from closing, subject to acceleration. Management and board members participated in the financing, taking up over 30% of the offering. Finder fees for a portion of the financing were paid to Paul Keefe and MLG Capital Ltd. for amounts of \$15,000 and \$7,500 respectively.

**Item 5.1.Full Description of Material Change**

For further information, 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**

Terry Donnelly  
Terry@hillstreetbevco.com

**Item 9. Date of Report**

December 30, 2019

# Hill Street Sees 300% YOY Increase in Holiday Pack Sales and Provides Operational Update

## Hill Street's Entertainer Pack at major retailers in time for Christmas and New Year's

Toronto, Ontario--(Newsfile Corp. - December 23, 2019) - Hill Street Beverage Company Inc. (TSXV: BEER) ("**Hill Street**" or the "**Company**"), is pleased to announce the launch of its new Entertainer's Pack of alcohol-free wines has achieved national distribution through Shopper's Drug Mart and Sobey's, and is being widely distributed through the Province of Quebec via Clark Drouin Lefebvre, the Company's regional distributor. The Product will list for \$29.99 MSRP, and provides consumers with 750mL bottles of Vin(Zero) Merlot, Vin(Zero) Chardonnay, and Vin(Zero) Brut Blanc. This combination of Hill Street's best selling flavours offers holiday hosts with options for designated drivers, abstainers, and sober curious guests the opportunity to sample the world's best tasting alcohol free wines at a time when the pressure to consume alcohol is at its highest. Orders for the Hill Street Entertainer's Pack for 2019 are more than triple the amount recorded in all of 2018, with more than half the holiday season still remaining.

Hill Street Chairman & CEO, Terry Donnelly, stated, "We believe this remarkable increase in sales can be attributed to two key drivers: the increase and awareness of alcohol-free options available that provide sophisticated adult flavours and formats that mirror alcohol, and the increased desire from consumers for alternatives to alcohol. With cannabis being more widely consumed, consumers are increasingly seeking ways to enjoy these new social intoxicants without consuming alcohol and risking overconsumption or unpredictable outcomes. We are now seeing increased presence of sober bars, sober social events, and a host of new sober influencers appearing in social media advocating for healthier and safer alternatives to alcohol. Major alcoholic beverage producers are predicting up to 20% of their revenues will be from alternatives to alcohol by 2025."

Hill Street's Chief Commercial Officer, Doug Taylor, commented, "Retailers are thinking strategically about this category and increasing their shelf space, assortment and promotional activities for alcohol-free wine and beer, and the take up of the Entertainer's Pack is a terrific example of this. We have seen increases in shelf space of up to 100% in certain retailers, which is a sign of the increasing demand for new and great tasting products, versus the old, tired, and bad tasting products offered by the multinationals. Hill Street's attention to world class taste, hand crafted products, and innovative packaging is resonating with consumers across the country."

The Company is also pleased to announce its entire line up of products are now available at Fortino's, one of Canada's most respected retailers.

Hill Street has been an advocate for healthier alternatives to alcohol since its launch in 2008, gaining distribution in retail stores accounting for over two thirds of all grocery sales in Canada. It's award winning beverages have been featured in national media, and the company has presented its vision for alcohol-free and cannabis infused beverages at conferences around the world during the past two years. The Company is the co-founder of the Cannabis Beverage Producers' Alliance, which advocates for fair and just legislation for beverages including THC and CBD. Hill Street is currently preparing to launch a full portfolio of cannabis infused wine, beer, and cocktails in 2020.

To help prepare for the launch of its infused beverages, the Company also announces it has completed a non-brokered private placement financing of units ("**Units**") for gross proceeds of \$799,499 at a price of \$0.06 per Unit. Each Unit consists of one common shares and one warrant, with each warrant entitling the holder thereof to purchase one common share in the capital of the Company at a price of \$0.13 per share for a period of two years from closing, subject to acceleration. Management and board members participated in the financing, taking up over 30% of the offering. Finder fees for a portion of the financing were paid to Paul Keefe and MLG Capital Ltd. for amounts of \$15,000 and \$7,500 respectively.

The Company also announces that Paul Rosen has retired from the board of directors of Hill Street. The Company thanks him for his profound contributions to the Company during his tenure, and wishes him the very best in his future endeavors.

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

Hill Street Beverage Company is the world's most award-winning company exclusively focused on alcohol-free beer, wine, and adult-format beverages. Hill Street's great-tasting products include Hill Street Craft Brewed Lager, Vin(Zero) wines, and Vintense wines, and have won numerous medals and accolades around the world. Hill Street will also produce and sell cannabis-infused adult beverages and other cannabis products with expected distribution at licensed outlets in 2020. Check out Hill Street's award-winning line-up and order product to be delivered straight to your home at [www.hillstreetbeverages.com](http://www.hillstreetbeverages.com).

For further information:

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