

**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

August 16, 2021, August 25, 2021

Item 3. News Release

The news releases announcing the material change was released on August 16, 2021 and August 25, 2021, and *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

Please see the attached press releases

Item 5.1. Full Description of Material Change

Please see the attached press releases.

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

August 26, 2021

Hill Street Announces New Structure to Focus Key Talent on Business Growth

Hill Street adds additional cannabis and beverage experience to the team

Toronto, Ontario--(Newsfile Corp. - August 25, 2021) - Hill Street Beverage Company Inc. (TSXV: BEER) (the "**Company**") is pleased to announce the expansion of its commercial development team to better align talent with its business vision and global growth strategies going forward. Hill Street is pleased to welcome Bowen Hou to the role of Director of Beverage Strategy and Development. Bowen will focus on the growth and development of its beverage businesses: alcohol-free Vin(Zero) and cannabis infused (V)ia Regal.

"We are building our capabilities and team for the future direction of our business. We were fortunate to find a unique talent with dedicated experience in both cannabis and beverages to help maximize our performance going forward on both fronts," said Craig Binkley, Co-CEO of Hill Street. "Bowen has worked with PepsiCo, Humble + Fume and Zenabis (acquired by Hexo). Add in his additional CPG experience from Church & Dwight and he's the perfect blend of mainstream blue-chip experience that has pivoted into the emerging world of cannabis. It is an ideal combination that was exactly what we were looking for."

At Humble + Fume, Bowen was responsible for branding, marketing, sales and distribution through provincial cannabis boards across Canada. At Zenabis, he led the Namaste and Re Up brands. At PepsiCo, Bowen drove retail merchandising, data analytics and shopper marketing efforts, which are critical skills for Hill Street's business growth across the globe.

"As an entrepreneur, I'm thrilled to have joined Hill Street and am excited to help create and grow value for its brands and businesses. I love the beverage category and am a big believer in the bright future of both the alcohol-free wine category and the dynamic cannabis-infused beverages sector," said Bowen Hou, Director of Beverage Strategy and Development.

With Bowen's arrival, it also allows for further alignment of the commercial team with Reuban Nadesan, VP of Corporate Strategy and Development, to focus on the expansion of Hill Avenue's global DehydraTECH™ business. Reuban was deeply involved in the transaction to acquire the global usage rights to DehydraTECH™ from the Lexaria group of companies. Reuban has also been involved in the launch or expansion of all partner licensing relationships to commercialize DehydraTECH™. His dedicated focus on this business line is designed to accelerate growth and commercialization of this important asset.

The Company also announces that June Nicholson has resigned as Chief Operating Officer of the Company to pursue other opportunities.

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

Hill Street Beverage Company 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's** ground-breaking **DehydraTECH™** patent portfolio for product development, licensing and B2B sales of Cannabis ingredients.

Hill Street Beverages brands include **Hill Street Craft Brewed Lager, and Vin(Zero)**, and have won numerous medals and accolades around the world. **Hill Avenue Cannabis Brands** include **(V)ia Regal**

Pink and White Grape Sparklers.

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:

Lori Senecal, Interim Co-Chief Executive Officer Hill Street Beverage Company Inc.,
lori@hillstreetbevco.com

Craig Binkley, Interim Co-Chief Executive Officer Hill Street Beverage Company Inc.,
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", "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.

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To view the source version of this press release, please visit
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Hill Street Beverage Company Inc. Expands Global Distribution Footprint with Export of Vin(Zero) Alcohol-Free Wine to Australia

Company completes production fulfillment of first orders to new international distributor

Toronto, Ontario--(Newsfile Corp. - August 16, 2021) - Hill Street Beverage Company Inc. (TSXV: BEER) (the "**Company**") is pleased to announce a new distribution agreement in Australia and production fulfillment of the first orders of Vin(Zero) products to this new expansion market. These orders represent Hill Street's first alcohol-free wine sales beyond North America and are the result of rigorous analysis of its alcohol-free business with a view to accelerating scale, profitability, and brand equity in this global growth category.

Exponential demand for alcohol-free wine is growing worldwide, driven in-part by consumers aged 18-24 years, dubbed 'Generation Sensible'. The desire to reduce alcohol intake among a growing number of these cleaner drinking, more health-conscious consumers is driving demand for better quality non-alcoholic options. This represents a tremendous opportunity for Hill Street, whose corporate mission is to bring together craft quality and science to create better tasting, better for you experiences across its portfolio.

"At Hill Street we are focused on markets that exhibit not only strong alcohol-free growth but also those that have shown a propensity for the purchase of premium quality, craft offerings," said June Nicholson, COO of Hill Street. "For example, alcohol-free wine is Australia's fastest growing drinks category, despite its long tradition and well-established alcohol wine consumption habits. Increasingly, Australian consumers are demanding more premium alcohol-free options; they want to enjoy a glass of well-crafted wine with the great taste they expect but without the alcohol. They appreciate an authentic experience and aroma, yet with less sugar and fewer calories than traditional wine as they shift to mindful consumption."

This demand for Hill Street export to other countries is driven by the quality and reputation of the beverages, supported by the prime position that Vin(Zero) holds at Canadian retailers country wide.

"Hill Street's Alcohol-free wine is a growth business that generates important revenue that helps fuel other strategic priorities such as our new Hill Avenue Cannabis business lines," said Craig Binkley, Co-CEO of Hill Street. "The acquisition of the global usage rights for patented DehydraTECH™ from the Lexaria group of companies, aimed at growing our cannabis business worldwide, has also mobilized the Company to expand our geographic footprint across all of our business lines including the new global export strategy for alcohol-free beverages."

Hill Street's Vin(Zero) branded wines are making their way into consumers' hands via this new distribution agreement, including our Chardonnay, Cabernet Sauvignon, Brut Blanc and Shiraz (Rosé). Australians can expect to see these brands as recurring favourites at leading retailers like Dan Murphy's, Australia's leading beverage distributor.

Lexaria Update

The Company also announces that further to its press release dated December 10, 2020, in connection with its first deferred payment obligation of \$500,000 owing under the asset purchase agreement with the Lexaria group of companies, wherein it acquired certain assets of Lexaria Bioscience Corp., the Company has issued 7,575,758, common shares to Lexaria CanPharm ULC.

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