

FORM 9 - FINAL
NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES
(or securities convertible or exchangeable into listed securities)

Name of Listed Issuer:

Symbol(s):

Happy Belly Food Group Inc. (the “Issuer”).	HBFG
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Date: **April 24, 2024** Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: **April 19, 2024.**

Issued and Outstanding Securities of Issuer Prior to Issuance: **115,353,691 common shares (“HBFG Shares”).**

Pricing

Date of news release announcing proposed issuance: **January 5, 2024**

Date of confidential request for price protection: **N/A**

Closing Market Price on Day Preceding the news release: **\$0.245**

Day preceding request for price protection: **N/A**

Closing

Number of securities to be issued: **1,380,952 Shares.**

Issued and outstanding securities following issuance: **116,859,643 Shares.**

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement – N/A

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

On January 5, 2024, the Issuer entered into a share exchange agreement (the “Agreement”) with Alessandro (Alex) Rechichi, Mark Rechichi, and Sean Black (collectively, the “Vendors”) in respect of the purchase from the Vendors, all of the issued and outstanding shares of Crave It Restaurant Group Inc. (the “Target”) (the “Transaction”).

In connection with the Transaction, and as a condition of closing, the Issuer has issued to each of the Vendors, divided equally (being one third to each Vendor): (i) 1,242,857 HBFG Shares at a deemed price of \$0.3621 (aggregate value of \$450,000), in exchange for all of the issued and outstanding shares in the capital of the Target, and (ii) 138,095 HBFG Shares at a deemed price of \$0.3621 (aggregate value of \$50,000) as a working capital payment.

The deemed price of \$0.3621 was determined based on the 10-day VWAP of the Issuer’s Shares as of April 22, 2024, the day immediately prior to the closing date (the “Closing Date”) of the Transaction, all pursuant to the Agreement and Ancillary Agreements, being subscription agreements, service agreements and an escrow agreement, to be entered between the applicable parties and the Issuer as of the Closing Date.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

See Item 1 above. Each of the Vendors, being Alessandro (Alex) Rechichi, Mark Rechichi, and Sean Black, are board members of the Issuer and each are insiders of the Target, and, therefore, each a “related party” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”) and as such, the Transaction as applied to each of the Vendors is a “related party transaction” within the meaning of MI 61-101.

The Transaction is exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(b) as the HBFG Shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the securities issued to the related parties did not exceed 25% of the Issuer’s market capitalization.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: **\$500,000 total, consisting of: (i) \$450,000 for all the issued and outstanding shares of the Target, and (ii) \$50,000 for working capital, satisfied through the issuance of the HBFG Shares and issued at a deemed price of \$0.3621 per HBFG Share.**
- (b) Cash: N/A.
- (c) Securities (including options, warrants) and dollar value: **1,380,952 HBFG Shares, split 3 ways equally among the Vendors, subject to adjustment from the earn-out to occur a year later.**
- (d) Other: N/A.
- (e) Expiry date of options, warrants, etc. if any: N/A.
- (f) Exercise price of options, warrants, etc. if any: N/A.
- (g) Work commitments: N/A.

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

The purchase price was determined by negotiations between the Issuer and the Vendors.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

N/A.

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Describe relationship to Issuer (1)
Alessandro Rechichi	460,317	\$0.3621	N/A	NI 45-106 s.2.24	651,000	Related Party
Mark Rechichi	460,317	\$0.3621	N/A	NI 45-106 s.2.24	325,000	Related Party
Sean Black	460,317	\$0.3621	N/A	NI 45-106 s.2.24	1,931,000	Related Party

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

The Issuer performed due diligence with respect to the Vendor and the Target.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.

(b) Cash N/A.

(c) Securities N/A.

(d) Other N/A.

(e) Expiry date of any options, warrants etc. N/A.

(f) Exercise price of any options, warrants etc. N/A.

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A.

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A.

Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated: April 24, 2024.

Shawn Moniz

Name of Director or Senior Officer

"Shawn Moniz"

Signature

CEO

Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.