



POSTED TO CSE

April 24, 2024

Canadian Securities Exchange
First Canadian Place
100 King Street West, Suite 7210
Toronto, Ontario M5X 1E1

Dear Sirs/Mesdames:

**Re: Happy Belly Food Group Inc. (the “Company”)
Acquisition of CraveIt Restaurant Group’s (“CraveIt”) Via Cibo Restaurant Chain (“Via Cibo”)**

This letter is written in connection with the listing of an additional 1,380,952 common shares of the Company (the “**HBFG Shares**”) on the Canadian Securities Exchange (the “**CSE**”).

Reference is made to the Share Exchange Agreement dated January 5, 2024 (the “**Agreement**”), among the Company, CraveIt (the “**Target**”), Alessandra Rechichi, Mark Rechichi and Sean Black (the “**Vendors**”) pursuant to which the Company agreed to acquire all of the issued and outstanding shares of CraveIt (the “**Transaction**”).

The Transaction closed on April 23, 2024, and the Company acquired a all of the issued and outstanding common shares of the Target in exchange for the issuance of 1,380,952 HBFG Shares issued to the Vendors at a deemed price of \$0.3621 per HBFG Share.

In addition, the Company agreed to issue earn-out payments (if achieved) in the form of HBFG Shares (being one third to each of the Vendors) following the 12 month anniversary of the closing of the Transaction, for the positive difference between the actual EBITDA that CraveIt [and its subsidiaries achieve] and the estimated EBITDA for the 2024 calendar year, all multiplied by 6, to be issued at a price that is equal to the 10-day VWAP of the HBFG Shares in and around the month subsequent to the 12 month anniversary of the closing date. Should the actual EBITDA be less than the estimated EBITDA, the HBFG Shares will be reduced by the negative difference, multiplied by 6, subject to the minimum of the base purchase price of \$360,000.

We hereby confirm that the Company has received all of the issued and outstanding shares of the Vendors in accordance with the terms the Agreement and that the HBFG Shares have been duly and validly allotted and issued.

In connection with the above, please find enclosed a Certificate of Compliance (CSE Form 6). The Company posted the Initial Notice of Proposed Issuance of Listed Securities (CSE Form 9) on April 19, 2024 and the Final Notice of Proposed Issuance of Listed Securities (CSE Form 9) on April 24, 2024.

Yours truly,

“Shawn Moniz”

Shawn Moniz
CEO