

FORM 12

NOTICE OF PROPOSED STOCK CONSOLIDATION OR RECLASSIFICATION

Name of Listed Issuer: **Feel Foods Ltd. (the "Issuer")**

Trading Symbol: **FEEL**

Date: **May 13, 2022**

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification

The Issuer proposes to consolidate its common shares on the basis of ten (10) pre-consolidation common shares for one (1) post-consolidated common share. In conjunction with the consolidation, the Issuer will be changing its name to "Ultra Brands Ltd." and trading symbol on the Canadian Securities Exchange to "ULTA".

2. Number of securities outstanding and reserved for issuance following the reclassification

The Issuer has 84,353,772 issued and outstanding pre-consolidation common shares and will have approximately 8,435,377 issued and outstanding common shares post-consolidation. The Issuer's authorized share structure has an unlimited number of common shares.

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders

Immediately after the consolidation of the Issuer's share capital, it is anticipated that there shall be less liquidity of the market for the Issuer's listed securities, and the voting and equity rights of the Issuer's public shareholders shall be unaffected. However, it is the expectation of the Issuer that the liquidity of the market for the Issuer's listed securities will improve as it will provide the Issuer with increased flexibility to seek additional financing and joint-venture opportunities.

4. Date of shareholders' meeting to approve the reclassification

Shareholder approval is not required for the consolidation. Pursuant to the Issuer's Articles, the Issuer may consolidate its shares by approval of the Board of Directors.

5. Record date for the reclassification

May 18, 2022.

6. 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.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. 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 CNSX Policy 1).
4. All of the information in this Form 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated: May 13, 2022

Bryce Clark
Name of Director or Senior
Officer

"Bryce Clark"
Signature

CFO
Official Capacity