

FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Issuer:**

BellRock Brands Inc. ("**BellRock**" or the "**Company**")
4880 Havana Street, Suite 300-S
Denver, Colorado 80239
U.S.A

2. **Date of Material Change:**

May 3, 2021

3. **News Release:**

The news release announcing the material change was issued on May 3, 2021 and subsequently filed on SEDAR.

4. **Summary of Material Change:**

The Company announced that it will be delayed in filing its audited annual financial statements, accompanying management's discussion and analysis and related CEO and CFO certifications for the financial year ended December 31, 2020 (collectively, the "Annual Filings"), within the period prescribed for the filing of such documents under Parts 4 and 5 of Regulation 51-102 respecting Continuous Disclosure Obligations and pursuant to Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings, namely within 120 days of year-end, being April 30, 2021 (the "Filing Deadline"). As a result of the delay in filing the Annual Filings, the Company has applied for and received from the Company's principal regulator, the British Columbia Securities Commission (the "Commission"), a management cease trade order (the "MCTO") under National Policy 12-203 - *Management Cease Trade Orders* ("NP 12-203"). The Company anticipates filing the Annual Filings no later than June 14, 2021.

5. **5.1 – Full Description of Material Change:**

On May 3, 2021, the Company announced that it will be delayed in filing its Annual Filings by the Filing Deadline.

Due to the recent merger between Dixie Brands Inc. ("**Dixie**"), the Company's predecessor-in-interest, and BR Brands, LLC ("**BR Brands**") that was completed on October 31, 2020, the Annual Filings for the year ended December 31, 2020 have to include fifteen (15) previously privately-held companies that were not subject to the same public financial reporting requirements as Dixie. There is no particular issue with the pending audit causing the delay and the Company's auditor has all material information required to complete its audit procedures. The Company intends to work closely with its auditor and is making every effort to file the Annual Filings in a timely fashion, and expects to file the Annual Filings no later than June 14, 2021.

The Company has provided a default announcement dated May 3, 2021 in accordance with NP 12-203. The Company has applied for and received from the Commission an MCTO under NP 12-203 in respect of the default regarding the Annual Filings. The MCTO prohibits the chief executive officer and the chief financial officer of the Company from trading in securities of the Company

for so long as the Annual Filings are not filed. The issuance of an MCTO does not affect the ability of other persons to trade in the Company's securities.

The Company confirms that it intends to satisfy the provisions of the alternative information guidelines found at sections 4.3 and 4.4 of Policy Statement 12-203 respecting Cease Trade Orders for Continuous Disclosure Defaults for so long as it remains in default as a result of the late filing of the Annual Filings. During the period of default, the Company will issue bi-weekly default status reports in the form of news releases, which will be filed on SEDAR. The Company confirms that there are no insolvency proceedings against it as of the date of this material change report. The Company also confirms that there is no other material information concerning the affairs of the Company that has not been generally disclosed.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102:**

Not applicable.

7. **Omitted Information:**

No significant facts remain confidential in, and no information has been omitted from, this report.

8. **Executive Officer:**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

C.J. Chapman, General Counsel; cchapman@dixiebrands.com.

9. **Date of Report**

May 7, 2021.