

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

Name of Listed Issuer: Billy Goat Brands Ltd. (the "Issuer").

Trading Symbol: GOAT

Issued and Outstanding Securities of the Issuer Prior to Transaction: 101,311,139

Date of News Release Fully Disclosing the Transaction: September 21, 2021

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer engaged four service providers, details of which are found below:

First, the Issuer engaged Stockhouse Publishing Ltd. ("Stockhouse") on April 13, 2021, to assist the Issuer in enhancing its online profile with the global investment community for an initial period of 12 months, subject to the terms of the service agreement (the "Stockhouse Agreement") (the "Stockhouse Services") executed between the Issuer and Stockhouse. Pursuant to the terms of the Stockhouse Agreement, Stockhouse will be paid an aggregate cash amount of \$120,000 plus GST for its services. Neither Stockhouse nor its affiliates currently own any securities of the Issuer. Stockhouse and the Issuer are unrelated and unaffiliated entities. The compensation for the Stockhouse Services does not include options to purchase securities of the Issuer. Stockhouse's business address is located at 1625 – 1185 West Georgia Street, Vancouver, BC V6E 4E6, email is support@stockhouse.com and telephone number is 1-877-578-4349.

Second, the Issuer engaged Dig Media Inc. on May 13, 2021, doing business as Investing News Network ("INN"), to provide the Issuer with investor marketing and lead generation services for an initial period of 14 months, subject to the terms of the service agreement (the "INN Agreement") (the "INN Services") executed between the Issuer and INN. Pursuant to the terms of the INN Agreement, INN will be paid an aggregate cash amount of \$58,000

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

plus GST for its services. Neither INN nor its affiliates currently own any securities of the Issuer. INN and the Issuer are unrelated and unaffiliated entities. The compensation for the INN Services does not include options to purchase securities of the Issuer. INN's business address is located at 736 Granville Street, Suite 1200, Vancouver, BC V6Z 1E4, email is info@investingnewsnetwork.com and telephone number is 604-688-8231.

Third, the Issuer engaged Mountain Capital Corp. ("**Mountain Capital**") on March 8, 2021, to provide the Issuer with strategic digital media services, marketing and data analytics services, for an initial period of three months, subject to the terms of the service agreement (the "**MC Agreement**") (the "**MC Services**") executed between the Issuer and Mountain Capital. Pursuant to the terms of the MC Agreement, Mountain Capital will be paid an aggregate cash amount of US\$150,000 plus any applicable taxes for its services. Neither Mountain Capital nor its affiliates currently own any securities of the Issuer. Mountain Capital and the Issuer are unrelated and unaffiliated entities. The compensation for the MC Services does not include options to purchase securities of the Issuer. MC's business address is located at 100 King Street West, Suite 5700, Toronto, ON M5X 1C7, email is andrew@mountaincapcorp.com and telephone number is -647-525-2188.

Lastly, the Issuer engaged Calgary-based Meadowbank Strategic Partners Inc. ("**Meadowbank**") on May 31, 2021 to provide investor relations, capital markets and corporate development advisory services for an initial term of six months, pursuant to the terms of the consulting agreement entered into between the Issuer and Meadowbank (the "**Meadowbank Services**"). Certain functions and aspects of Meadowbank's services are anticipated to include "investor relations activities" under the policies of the CSE and applicable securities laws. Meadowbank is being paid a cash fee of \$4,000 plus GST per month for its services. Additionally, prior to becoming a public issuer the Issuer issued 200,000 options for Meadowbank to purchase common shares of the Issuer at a price of \$0.25 per share as compensation. Meadowbank and the Issuer are unrelated and unaffiliated entities. The compensation for the Meadowbank Services does not include options to purchase securities of the Issuer. Meadowbank's business address is located at 422 22 Ave NE, Calgary, AB T2E 1T7, email is nick@mdwbnk.com and telephone number is 403-978-3801.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: \$374,420 (including US \$150,000)
 - (b) Cash: \$374,420 (including US \$150,000) (plus applicable taxes)

- (c) Other: N/A
- (d) Work commitments: N/A
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). Arm's-length negotiation.
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: Not applicable.
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Not applicable.
6. 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 transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. 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) Other N/A.
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. Stockhouse, INN, MC and Meadowbank are not Related Persons to the Issuer.
8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. Not applicable.

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Not applicable.

3. 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. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
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 CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated September 22, 2021.

Kerry Biggs
Name of Director or Senior
Officer

"Kerry Biggs"
Signature

Director and CFO
Official Capacity