

FORM 10**NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving
an issuance or potential issuance of a listed security)**

Name of Listed Issuer: Peekaboo Beans Inc. (the “**Issuer**”).

Trading Symbol: BEAN

Issued and Outstanding Securities of the Issuer Prior to Transaction: 73,663,912

Date of News Release Fully Disclosing the Transaction: February 24, 2022.

1. Transaction

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 is contemplating entering into a Digital Marketing Agreement (the “**Agreement**”) with TD Media, LLC d/b/a Life Water Media (“**Life Water**”), whereby the Issuer is proposing to engage Life Water to provide various digital marketing services to the Company (the “**Services**”) on the terms and conditions set out in the proposed Agreement, for a 1 month term commencing from March 2, 2022 until April 2, 2022.

The primary purpose of the Agreement is to provide general marketing services to the Issuer. In exchange for the services being provided by Life Water under the Agreement the Issuer has agreed to pay Life Water aggregate fees of US\$158,870 plus applicable taxes, with the payment payable on receipt of wire transfer instructions from Life Water.

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: \$202,050.87 plus applicable taxes¹
- (b) Cash: \$202,050.87 plus applicable taxes
- (c) Other: N/A.

¹ US\$158,870 (CAD\$202,050.87) based on the Bank of Canada exchange rate of US\$1.00 = CAD\$1.2718 on February 23, 2022

**FORM 10 - NOTICE OF PROPOSED
SIGNIFICANT TRANSACTION**

January 2015
Page 1

- (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 Negotiations.
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: N/A.
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: N/A.
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.): N/A.
- (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. No.
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. N/A.

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: N/A.

FORM 10 - NOTICE OF PROPOSED SIGNIFICANT TRANSACTION

January 2015
Page 2

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 February 24, 2022.

Traci Costa
Name of Director or Senior
Officer
"Traci Costa"
Signature
President and CEO
Official Capacity

**FORM 10 - NOTICE OF PROPOSED
SIGNIFICANT TRANSACTION**

January 2015
Page 3