

OTCQB Certification

I, Shawn Moniz, CEO of Happy Belly Food Group Inc. ("the Company"), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below:

REGISTERED or REPORTING WITH THE SEC:

- ☐ Company is registered under Section 12(g) of the Exchange Act
☐ Company is reporting under Section 15(d) of the Exchange Act.
☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
☐ Company is reporting under Regulation A (Tier 2)
☐ Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:

- ☒ Company is exempt from registration under Exchange Act Rule 12g3-2(b)
☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
☐ Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting

2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.
3. The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		<u>VGANF</u>	<u>As of (date):</u>
Shares Authorized	(A)	Unlimited	April 18, 2024
Total Shares Outstanding	(B)	115,353,691	April 18, 2024
Number of Restricted Shares ¹	(C)	1,313,465	April 18, 2024
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	19,667,429	April 18, 2024
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	95,277,653	April 18, 2024
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	82.60%	April 18, 2024
Number of Beneficial Shareholders of at least 100 shares ³	(G)	3,525	April 18, 2024

¹ Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

² Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "10 percent Control Person"), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person's spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

³ Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):**

☐ Check this box to confirm there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance \$ (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁴	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁵	Reason for Issuance (e.g., Loan, Services, etc.)
Jun. 30/22	\$1,295,000	\$1,200,050	Jun. 30/24	\$0.20	930,000 shares	6,000,250 shares	20 investors (no insiders)	Private Placement
July 11/22	\$705,000	\$237,930	July 11/24	\$0.20	2,370,000 shares	1,189,650 shares	37 investors (no insiders)	Private Placement
Apr. 3/23	\$1,000,000	\$1,030,000	Apr. 3/28	\$0.30	Nil	3,433,333 shares	1 investor (no insiders)	Private Placement
July 24/23	\$645,000	\$672,773	July 24/28	\$0.30	Nil	2,242,577 shares	8 investors (1 insider – Fusionworx Investment Group Inc. (Shawn Moniz) - \$125,000 in principal)	Private Placement
Feb. 23/24	\$1,000,000	\$1,006,000	Feb. 23/27	\$0.50	Nil	2,012,000 shares	1 investor (no insiders)	Private Placement
Total Outstanding Balance:		\$4,146,753	Total Shares:		3,300,000 shares	14,877,810 shares		

Use the space below to provide any additional details, including footnotes to the table above:

Outstanding balance and potential shares to be issued upon conversion is as of filing date (April 18, 2024)

6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

List any law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

Management prepared the Company's most recent annual financials. Jordan Druxerman is the Company's primary legal counsel. Burns Figa & Will PC (Victoria Bantz) advises on the Company's US securities laws.

⁴ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

⁵ International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. "Affiliate" is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company's outstanding shares.

Ongoing Disclosure and Administrative Services:

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets' Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

1130970 BC Ltd. (Lindsay Hamelin) of 400-1681 Chestnut Street, Vancouver, BC V6J 4M6, a 3rd party service provider for corporate compliance services to the Issuer, which includes SEDAR+, OTCIQ and other regulatory filings, assistance with corporate finance and securities-related transactions.

7. Investor Relations Providers:

The following is a complete list of third-party providers engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

None.

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities). Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. **If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. For nominee accounts owning 5% or more, provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, add a note confirming this.**

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
Sean Black	CIO, Director	Mississauga, ON, Canada	1,931,000 shares (of which 10,000 are held indirectly through 2403817 Ontario Inc. Nil options 7,040,000 warrants (of which 540,000 are held indirectly by 2403817 Ontario Inc. Nil in principal debentures	Common	1.67%
Dean Callaway	CFO	Calgary, AB, Canada	69,444 shares Nil options Nil warrants Nil in principal debentures	Common	0.06%
Kevin Cole	Director	Oakville, ON, Canada	675,000 shares Nil options 6,370,000 warrants Nil in principal debentures	Common	0.59%
Gary Fung	SVP, Finance	Oakville, ON, Canada	88,038 shares Nil options Nil warrants Nil in principal debentures	Common	0.08%

Happy Belly Food Group Inc.	Issuer	Vancouver, BC, Canada	6,969,270 shares Nil options Nil warrants Nil in principal debentures	Common	6.00%
Shawn Moniz	CEO, Director, 5% shareholder	Toronto, ON, Canada	8,958,677 shares (of which 7,797,285 are held indirectly by Fusionworx Investment Group Inc.) 1,000,000 options (held indirectly by Fusionworx Investment Group Inc.) \$125,000 in principal debentures (held indirectly by Fusionworx Investment Group Inc.)	Common	7.77%
Alex Rechichi	Director	Burlington, ON, Canada	651,000 shares (of which 99,000 held indirectly by 2403818 Ontario Inc.) Nil options 6,250,000 warrants Nil in principal debentures	Common	0.56%
Mark Rechichi	Director	Town of Mont Royal, QC, Canada	325,000 shares Nil options 6,250,000 warrants Nil in principal debentures	Common	0.28%

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

NA

9. Certification:

Date: April 18, 2024

Name of Certifying CEO or CFO: Shawn Moniz

Title: CEO

Signature: /s/ Shawn Moniz

(Digital Signatures should appear as "/s/ [OFFICER NAME]")