

NOTICE OF MATERIAL EVENT

FOOD CULTURE INC.

(the "Company" or "FCUL")

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Food Culture announces changes to Board of Directors and entry into share exchange agreement to acquire Distill Brands International

September 26, 2025: Food Culture Inc. (OTCID: FCUL) ("FCUL" or the "Company"), is pleased to announce that it has entered into a Share Exchange Agreement (the "Acquisition") effective September 19, 2025 with Booze in a Box Inc. (operating as Distill Brands International) ("DBI"), a Canadian federal corporation, and the shareholder of DBI, BIAB Holdings Inc. ("BIAB"). The transaction is expected to close on or about September 30, 2025.

Under the terms of the Acquisition, DBI will become a wholly owned subsidiary of FCUL in exchange for the issuance of 18 million shares of FCUL unregistered, restricted common stock to the shareholder of DBI, BIAB. DBI is an Ontario-based global spirits & marketing company focused on excellence in quality products, paired with enduring brand partnerships that target the sports and entertainment sectors. Upon completion of the Acquisition by FCUL, DBI expects to engage in partnerships with both new and established partner brands and plans to announce several co-branding and co-packing partnerships prior to the close of fiscal 2025. DBI is driven to find the latest beverage technology within the "Eco-Space" offering distributors, retailers, and customers the latest packaging trends, matched with the highest in quality spirits and premixed beverages for global distribution. PREMIUM SPIRITS: DBI is focused on delivering a premium quality product using recipes that will include Premium Vodka, Whiskey, Rum, Gin, Bourbon, Tequila, and Liqueurs, with plans to offer wine in the near future. DBI also offers several ready to drink (RTD) beverages in an array of flavors, in carbonated and non-carbonated formats. DBI will produce, distribute and sell the finest quality Premium Spirits with a continued commitment to incorporating quality ingredients, while promoting business practices that reflect the environment. Concurrent with the closing of the transaction, Mr. Paul Neelin, the CEO of each of BIAB and DBI, as well as a majority shareholder, will also receive a signing bonus of 500,000 unregistered, restricted FCUL common shares and will step into the role of CEO of FCUL. Ms. Tatiana Katerinko will receive an introduction fee of 750,000 unregistered, restricted shares of FCUL common stock upon closing.

Mr. Paul Neelin is an inventor, entrepreneur and strategist, and is a founder of DBI with over 30 years of business ownership experience including a focus on marketing and product development.

Paul has spent his career gaining vast International experience in go-to-market strategies with corporations such as McDonald's USA, Disney, and Coca Cola, where he successfully negotiated sponsorship / license agreements with the NHL, MLB, and FIFA. As the incoming CEO of FCUL and in his continuing role as CMO at DBI, Paul will manage and grow licensing partnerships, assist with new product development, manage and implement successful marketing strategies, oversee co-packing partnerships and review potential sustainable acquisitions.

Change in Board of Directors

On September 8, 2025 the Company received the resignations of Mr. Benny Doro as CEO and director, Mr. Mark Wright as Director and Mr. Louis Shefsky as President, Secretary/Treasurer and Director. A total of 1.25 million unregistered, restricted shares of FCUL common stock will be issued to the outgoing directors and officers as consideration for services rendered during their tenure with FCUL. The issued shares will be subject to a one-year lock up agreement, and subject to resale rules under applicable securities laws. Mr. Benny Doro also received a cash payment of \$10,000 Canadian Dollars upon his departure from FCUL.

In addition, the Company's former Investor Relations & Business Development Consultant, Mr. Patrick Smyth has resigned effective September 8, 2025. Mr Smyth will receive 250,000 unregistered, restricted shares of FCUL common stock as consideration for services rendered to FCUL. The issued shares will be subject to a one-year lock up agreement, and subject to resale rules under applicable securities laws.

Divestiture of Super Fresh Foods Inc.

Concurrently with the closing of the aforementioned transactions the Company agreed to surrender to Mr. Doro its 100% interest in Super Fresh Foods Inc. ("SFF"), with an effective date for accounting purposes of July 1, 2025, such that FCUL shall no longer operate in the business of ready to eat meals.

Website and operating locations

The Company is in the process of updating and relaunching a corporate website in conjunction with DBI to better reflect the ongoing business of the Company and introduce shareholders to DBI's exciting business model and future plans. We expect to see the launch of this site shortly after the closing of the acquisition of DBI.