

MOLECULE HOLDINGS INC.

NOTICE OF CHANGE IN CORPORATE STRUCTURE PURSUANT TO SECTION 4.9 OF NATIONAL INSTRUMENT 51-102

Item 1. Names of the Parties to the Transaction

Molecule Holdings Inc. (the "**Company**") (formerly, Everton Resources Inc. ("**Everton**")) and Molecule Inc. ("**Molecule**")

Item 2. Description of the Transaction

On September 16, 2020, the Company completed its previously announced reverse takeover transaction (the "**Transaction**"), pursuant to which it acquired all of the outstanding shares of the privately held Molecule by way of plan of arrangement pursuant to an arrangement agreement dated November 27, 2019, as amended (the "**Arrangement Agreement**"). Following the completion of the Transaction, the Company will carry on the business of Molecule, which is now a wholly owned subsidiary of the Company. As part of the Transaction, the Company changed its name to "Molecule Holdings Inc." and consolidated the common shares of the Company (the "**New Shares**"), on the basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares.

All outstanding convertible securities of Molecule are exercisable into New Shares.

Molecule is considered the reverse take-over acquirer pursuant to National Instrument 51-102.

The common shares of the Company were listed for trading on the Canadian Securities Exchange on September 17, 2020.

Item 3. Effective Date of the Transaction

September 16, 2020

Item 4. Names of Each Party that Ceased to Be a Reporting Issuer Subsequent to the Transaction and of each Continuing Entity

The Company continues to be a reporting issuer in Quebec, British Columbia, Alberta and Ontario. The continuing entities are the Company and Molecule. No party ceased to be a reporting issuer.

Item 5. Date of the Reporting Issuer's First Financial Year-End Subsequent to the Transaction

The Company's year-end remains October 31st. The Company's first financial year-end subsequent to the Transaction will be October 31, 2020.

Item 6. The periods, including the comparative periods, if any, of the interim financial reports and the annual financial statements required to be filed for the reporting issuer's first financial year after the transaction

The Company will file:

- a) Interim financial statements for the three and nine months ended July 31, 2020 (as compared with the three and nine months ended July 31, 2019);
- b) Annual financial statements for the year ended October 31, 2020 (as compared with the year ended October 31, 2019);
- c) Interim financial statements for the three months ended January 31, 2021 (as compared with the three months ended January 31, 2020);
- d) Interim financial statements for the three and six months ended April 30, 2021 (as compared with the three and six months ended April 31, 2020);
- e) Interim financial statements for the three and nine months ended July 31, 2021 (as compared with the three and nine months ended July 31, 2020); and
- f) Annual financial statements for the year ended October 31, 2021 (as compared with the year ended October 31, 2020).

Item 7. Documents Filed under National Instrument 51-102

For additional information, please refer to the following documents, which have been filed under the Company's profile on SEDAR at www.sedar.com:

- (i) The news release of the Everton dated December 3, 2019;
- (ii) the Arrangement Agreement dated November 27, 2019;
- (iii) the Material Change Report dated September 28, 2020;
- (iv) the Management Information Circular dated March 4, 2020;
- (v) the Canadian Securities Exchange Form 2A Listing Statement of the Company dated September 14, 2020; and
- (vi) the press release of the Company dated September 17, 2020 announcing the closing of the Transaction.

Item 8. Date of Notice

September 28, 2020