

**Form 51-102F3
Material Change Report**

Item 1: Name and Address of Company

Molecule Holdings Inc. ("MLCL" or the "Company")
591 Reynolds Road,
Lansdowne, ON K0E 1L0
Telephone: (888) 665-2853

Item 2: Date of Material Change

November 10, 2020

Item 3: News Release

A news release was disseminated on November 10, 2020. A copy of the news release is attached as Schedule "A".

Item 4: Summary of Material Change

The Company announced the appointment of Jeff Stoss as Chief Financial Officer, effective November 20, 2020, and the resignation of Brendan Stutt as Chief Financial Officer as of the same date. A news release was disseminated on November 10, 2020. A copy of the news release is attached as Schedule "A"

Item 5: Full Description of Material Change

The Company announced the appointment of Jeff Stoss as Chief Financial Officer, effective November 20, 2020, and the resignation of Brendan Stutt as Chief Financial Officer as of the same date. A news release was disseminated on November 10, 2020. A copy of the news release is attached as Schedule "A"

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

No significant facts remain confidential and no information has been omitted in this report.

Item 8: Executive Officer

Philip Waddington, President and CEO
(888) 665-2853

Item 9: Date of Report

November 20, 2020

Schedule “A”

Molecule Announces Appointment of New Chief Financial Officer

November 10, 2020, (Ottawa, Ontario) – Molecule Holdings Inc. (CSE: MLCL) (“**Molecule**” or the “**Company**”), a Canadian craft-focused cannabis beverage production company, is pleased to announce the appointment of Jeff Stoss as Chief Financial Officer of the Company.

Mr. Stoss brings more than 20 years of finance experience to his role at Molecule, with a particular specialty in high-growth environments. He is the co-founder and Chief Operating Officer of the outsourced finance services firm, Positive Venture Group Inc. He has previously served as CFO for publicly-traded companies and technology start-ups, as well as within the cannabis industry. Mr. Stoss has professional accountant designations in both Canada and the United States.

Philip Waddington, President & CEO of Molecule Holdings Inc., stated “We are very pleased to have Jeff join the team at Molecule at this time, as we move into the next phase of our growth. His experience and expertise are precisely what we need as we transition from start-up into operations.”

Mr. Stoss succeeds Brendan Stutt, who served the Company as CFO both before and after its reverse takeover transaction completed on September 16, 2020 (the “RTO”) as well as having served as CFO to Molecule Inc., the Company’s wholly owned subsidiary, both before after the RTO.

Mr. Waddington continued, “We wish to sincerely thank Brendan for being a significant part of bringing the Company to where we are now. Brendan played a fundamental role in the development of our business and was particularly instrumental in executing on our recently completed reverse takeover and listing on the CSE. We wish him the best in all he does, and feel fortunate that we will continue to be in close contact with him as he also explores other opportunities. The Company will continue to engage Mr. Stutt as a consultant as may be needed from time to time, in particular to assist with the transition of CFO duties.”

ON BEHALF OF THE BOARD

MOLECULE HOLDINGS INC.

Per: “*Philip Waddington*”

President, CEO and Director

For further information, please contact:

André Audet, Chairman and Co-Founder

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www.molecule.ca

About Molecule Holdings Inc.

Molecule works with client-partners to engage in the production of cannabis-infused beverages and edibles. We provide the infrastructure, know-how, technology, and licensing for craft producers to create consumable cannabis products. Molecule's goal is to be the on-ramp for companies wishing to enter into the cannabis beverage and edibles market, but who choose not to go through the significant process of obtaining the required cannabis licences.

Neither the Canadian Securities Exchange nor its regulation services provider accepts responsibility for the adequacy or accuracy of this press release.

Forward-Looking Statements

Certain statements contained in this news release may constitute forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "plan", "estimate", "expect", "may", "will", "intend", "should", and similar expressions. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company's actual results could differ materially from those anticipated in this forward-looking information as a result of regulatory decisions, competitive factors in the industries in which the Company operates, prevailing economic conditions, and other factors, many of which are beyond the control of the Company. The Company believes that the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. Any forward-looking information contained in this news release represents the Company's expectations as of the date hereof and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable securities legislation.