

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1. Name and Address

Love Pharma Inc. (the “**Company**”)
1780-355 Burrard Street
Vancouver, BC
V6C 2C8

Item 2. Date of Material Change

August 24, 2022

Item 3. News Release

The news release describing the material change was disseminated on August 24, 2022 through Accesswire and filed on SEDAR.

Item 4. Summary of Material Change

The Company announced it has completed a first closing of a non-brokered private placement. The Company accepted subscriptions for 21,175,000 units at a price of \$0.014 per unit, for gross proceeds of \$296,450. The Company paid \$2,072 in cash and issued 108,000 finder’s warrants to qualified finders. Securities issued pursuant to this tranche are subject to trading restrictions until December 24, 2022.

The Company also announced that pursuant to the Company’s stock option plan, the Company has issued 17,750,000 incentive stock options to certain officers, directors, employees, and consultants of the issuer exercisable at a price of \$0.05 per share for a period of five (5) years, vesting immediately.

The Company also announced that it has entered into contractual agreements for marketing, communication, shareholder engagement, market making and social media communications. The company has entered into agreements with Penny Lane Consultants for a period of 4 weeks for \$21,157.50 USD and has entered into an agreement with Red Cloud Securities Inc. for a period of 3 months for a total of \$15,000 CDN.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced it has completed a first closing of a non-brokered private placement. The Company accepted subscriptions for 21,175,000 units at a price of \$0.014 per unit, for gross proceeds of \$296,450.

Two insiders of the Company subscribed for an aggregate of 3,000,000 common shares of the Company. The Company has relied on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(a) of MI 61-101 in respect of such insider participation.

Pursuant to the terms of the Financing, each Unit consists of one common share in the equity of the Company and one common share purchase warrant (a “Warrant”). Each Warrant entitles the holder to purchase one additional common share of the Company at

a price of \$0.05 per share for a period of two (2) years from the closing of the Financing, subject to the option of the Company to accelerate the expiry date in the event that its shares trade at \$0.15 or more for 10 consecutive days.

The Company paid \$2,072 in cash and issued 108,000 finder's warrants to qualified finders. Securities issued pursuant to this tranche are subject to trading restrictions until December 24, 2022.

Proceeds will be used for working capital and to review possible acquisitions.

The Company also announced that pursuant to the Company's stock option plan, the Company has issued 17,750,000 incentive stock options to certain officers, directors, employees, and consultants of the issuer exercisable at a price of \$0.05 per share for a period of five (5) years, vesting immediately.

The Company also announced that it has entered into contractual agreements for marketing, communication, shareholder engagement, market making and social media communications. The marketing and communication program will include certain investor relations activities and is designed to provide improved visibility in the Company's current and planned operations. The company has entered into agreements with Penny Lane Consultants for a period of 4 weeks for \$21,157.50 USD and has entered into an agreement with Red Cloud Securities Inc. for a period of 3 months for a total of \$15,000 CDN.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

No information has been omitted in respect of this material change.

Item 8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Zach Stadnyk, CEO and Director
Telephone: 647-980-7541

Item 9. Date of Report

August 25, 2022.