

**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

February 28, 2023

Item 3. News Release

The news release describing the material change was disseminated on February 27, 2023 through Stockwatch and filed on SEDAR.

Item 4. Summary of Material Change

The Company announced that it intends to proceed with a consolidation of its common shares (each, a "**Share**") on the basis of ten (10) pre-consolidation Shares for one (1) post-consolidation Share (the "**Consolidation**").

Item 5. Full Description of Material Change

5.1 *Full Description of Material Change*

The Company announced that intends to proceed with a consolidation of its common shares (each, a "**Share**") on the basis of ten (10) pre-consolidation Shares for one (1) post-consolidation Share (the "**Consolidation**"). The Board of Directors approved the consolidation on February 21, 2023.

The Company currently has 504,227,623 Shares issued and outstanding. Accordingly, once the Consolidation is effective, the Company will have 50,422,762 Shares issued and outstanding, assuming there are no other changes in the issued capital of the Company.

The Company intends to also proceed with consolidating its outstanding options and warrants on a ratio of ten (10) to one (1), with the result that each consolidated option and warrant will entitle the holder to acquire one Share at an exercise price of ten (10) times its original exercise price.

The Consolidation is being proposed in order to provide the Company with increased flexibility to seek additional financing opportunities and is subject to the approval of the Canadian Securities Exchange. The Company will not change its name as part of the Consolidation. The record date for the reclassification will be March 3, 2023.

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, President
Telephone: 647 980-7541

Item 9. Date of Report

February 28, 2023.