

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

Item 1. Name and Address of Corporation

Rapid Dose Therapeutics Corp. (the “Corporation”)
1121 Walkers Line
Unit 3
Burlington, Ontario
L7N 2G4

Item 2. Date of Material Change

October 9, 2019

Item 3. News Release

The news release attached hereto as Schedule “A” was issued by the Corporation through the facilities of GlobeNewsire on October 9, 2019 and was posted to SEDAR the same day.

Item 4. Summary of Material Change

The Corporation completed the first closing of a private placement of common shares in the capital of the Corporation (“**Common Shares**”) at a price of \$0.70 per Common Share for gross proceeds of \$756,076 (the “**Private Placement**”). A total of 1,080,108 Common Shares were issued to investors, including a director and senior officer of the Corporation, in connection with the first closing of the Private Placement. Due to further investor interest, additional closings of the Private Placement may be held until October 25th.

The purpose of the Private Placement is to strengthen the Corporation's working capital position and to provide funds for general corporate purposes. The funds will permit the Corporation to continue to advance its previously disclosed business strategy.

Mark Upsdell, the Chief Executive Officer and an insider of the Corporation, was issued 142,857 Common Shares pursuant to the Private Placement which constituted a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). This issuance of Common Shares did not materially change the percentage of Common Shares owned by Mark Upsdell. The Private Placement was approved by the board of directors of the Corporation and no special committee was established and no materially contrary view of abstention was expressed or made by any director.

In its consideration and approval of the Private Placement, the board of directors of the Corporation determined that the Private Placement was exempt from the formal valuation and minority approval requirements of MI 61-101 on the basis that the fair market value of the Common Shares issued to related parties did not exceed 25% of the market capitalization of the Corporation, in accordance with Sections 5.5 and 5.7 of MI 61-101. The Corporation did not file this material change report at least 21 days prior to the anticipated date of completion of the Private Placement due to the Corporation's determination that it was in the best interests of the Corporation to avail itself of the proceeds and complete the Private Placement in an expeditious manner.

Item 5.1. Full Description of Material Change

Please see the attached press release with respect to the matter described above.

Item 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

Not applicable.

Item 8. Executive Officer

The following is the name and business telephone number of an executive officer of the Corporation who is knowledgeable about the material change in this report.

Mark Upsdell, Chief Executive Officer
(416) 477-1052

Item 9. Date of Report

October 16, 2019

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES**Rapid Dose Therapeutics Announces First Closing of Private Placement**

BURLINGTON, Ontario, October 9, 2019 – **Rapid Dose Therapeutics Corp.** (“RDT” or the “Corporation”) (CSE: DOSE) is pleased to announce that today it has completed the first closing of a private placement of common shares in the capital of the Corporation (“**Common Shares**”) at a price of \$0.70 per Common Share for gross proceeds of \$756,076 (the “**Private Placement**”). A total of 1,080,108 Common Shares were issued to investors, including a director and senior officer of RDT, in connection with the first closing of the Private Placement.

Due to further investor interest, additional closings of the Private Placement may be held until October 25th.

Certain of the Common Shares issued under the Private Placement will be subject to a four-month hold period. The proceeds received from the Private Placement will be used by the Corporation to strengthen its working capital position and for general corporate purposes.

In connection with this initial closing, \$35,369 in cash fees and 17,684 warrants will be paid to Profinnotiv AG. Each warrant will entitle the holder to purchase one Common Share at an exercise price of \$1.00 per Common Share for a period of two years.

Given that a director and senior officer of the Corporation participated in the Private Placement, that portion of the Private Placement constituted a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). In its consideration and approval of the Private Placement, the board of directors of the Corporation determined that the Private Placement was exempt from the formal valuation and minority approval requirements of MI 61-101 on the basis that the fair market value of the Common Shares issued to related parties did not exceed 25% of the market capitalization of the Corporation, in accordance with Sections 5.5 and 5.7 of MI 61-101. The Corporation did not file a material change report at least 21 days prior to the anticipated date of completion of the Private Placement due to the Corporation’s determination that it was in the best interests of the Corporation to avail itself of the proceeds and complete the Private Placement in an expeditious manner.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any Common Shares nor shall there be any sales of the Common Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. The Common Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About the Corporation

Rapid Dose Therapeutics Corp. is a publicly-traded Canadian life sciences company that provides innovative, proprietary drug delivery technologies designed to improve outcomes and quality of lives. RDT offers Quick, Convenient, Precise and Discreet™ choices to consumers. RDT is focused and committed to clinical research and product development for the healthcare manufacturing industry, including the nutraceutical and pharmaceutical industries, among others. RDT’s service-based annuity contracts drive recurring revenue which enables rapid expansion into emerging markets — generating value for consumers and shareholders. Rapid Dose Therapeutics is committed to continually create innovative solutions aimed at multiple consumer segments and future market needs — including humans, animals and plants.

For more information, visit: www.rapid-dose.com or the Corporation's profile at www.sedar.com. The Corporation expressly does not incorporate the contents of its website or its public disclosure documents into this press release. The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.

For inquiries please contact:
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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS: *Certain information in this news release may contain forward-looking information within the meaning of applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward looking statements are often identified by terms such as “may”, “should”, “anticipate”, “expect”, “potential”, “believe”, “intend” or the negative of these terms and similar expressions. Statements containing forward-looking information, include, without limitation, the use of proceeds from the Private Placement as at the date of this news release, whether the Corporation will realize recurring revenue from its “annuity contracts”, whether the Corporation’s research and development or marketing efforts will be successful, if at all, and the plans, estimates, forecasts, projections, expectations or beliefs of RDT as to future events or results. Such forward-looking statements are believed to be reasonable based on information currently available to the Corporation. Forward-looking statements necessarily involve known and unknown risks, including, without limitation, risks associated with general economic conditions; adverse industry events; marketing costs; loss of markets; future legislative and regulatory developments involving cannabis; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; the cannabis industry in Canada generally, income tax and regulatory matters; the ability to implement its business strategies; competition; currency and interest rate fluctuations and other risks. Readers are cautioned that the foregoing list is not exhaustive. There can be no assurance that statements of forward-looking information, although considered reasonable by management at the time of preparation, will prove to be accurate as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. Actual results and future events could differ materially from those anticipated in such statements. Readers should not place undue reliance on forward-looking information. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement.*