

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

CORE ONE LABS INC. (formerly Lifestyle Delivery Systems Inc.)
Suite 820, 1130 West Pender Street
Vancouver, BC V6E 4A4

(the "Company")

Item 2. Date of Material Change

March 16, 2020

Item 3. News Release

The news release was issued on March 18, 2020, and was disseminated by Newsfile.

Item 4. Summary of Material Change

The Company entered into definitive agreements for a \$1.5 million convertible debt facility with Cannabis Growth Opportunity Corporation.

Item 5. Full Description of Material Change

Effective March 16, 2020, the Company entered into definitive agreements with respect to a CDN\$1,500,000 convertible debt facility with Cannabis Growth Opportunity Corporation ("CGOC").

The Company has issued to CGOC a convertible debenture in the principle amount of up to CDN\$1,500,000 (the "Debenture") and 1,500,000 common share purchase warrants (the "Warrants"). The aggregate principal amount available under the Debenture will be advanced by CGOC to the Company in three equal installments of CDN\$500,000 each. The Debenture will mature on December 31, 2022 (the "Maturity Date"), with interest accruing at a rate of 12% per annum. The amounts advanced under the Debenture will be unsecured until CGOC has advanced the full CDN\$1,500,000 to the Company, upon which the amounts owed under the Debenture will be secured by a general security agreement covering all of the Company's personal property. The outstanding principal amount under the Debenture, together with any accrued and unpaid interest thereon may be converted into common shares of the Company at a conversion price of \$0.40 per share. The Warrants issued to CGOC are exercisable at a price of \$0.60 per share, expiring on the Maturity Date, and will vest and become exercisable in three equal tranches of 500,000 Warrants each upon CGOC making each \$500,000 advance under the Debenture. The Company may accelerate the expiration date of the Warrants to 30 days after providing written notice to CGOC if the Company's common shares trade at or above CDN\$1.50 per share for 10 consecutive trading days on the CSE. The Debentures and the Warrants, and any shares issued upon exercise of the conversion rights or purchase rights attached thereto, will be subject to a hold period expiring on July 17, 2020.

In addition to the Debenture and the Warrants, the Company and CGOC also exchanged approximately CDN\$2,000,000 worth of each other's common shares (the "Share-Swap"), with the Company issuing to CGOC 5,333,333 common shares at an agreed value of \$0.375 per share, and CGOC issuing 3,149,606 common shares to the Company at an agreed value of \$0.635 per share. In connection with the Share-Swap, the Company and CGOC entered into a voting and resale agreement, with each party agreeing to vote the shares acquired from the other under the Share-Swap as recommended by the issuer of the shares, and with each party agreeing not to trade the shares received in the Share-Swap for a period of 18 months. The Company has also agreed that, upon payment of the full amount of the initial advance of \$500,000 under the Debenture, CGOC will have the right to nominate one director to the

Company's board and, if CGOC's nominee is not appointed or elected to the Company's board, CGOC will have the right to appoint a board observer.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

For further information, please contact:

Brad Eckenweiler
Chief Executive Officer
(866) 347-5058

Item 9. Date of Report

March 25, 2020