

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Pharmadrug Inc.
2905 - 77 King Street West
P.O. Box 95, TD Centre North Tower
Toronto, Ontario M5K 1G8

Item 2. Date of Material Change

February 2, 2021

Item 3. News Release

A news release was issued and disseminated on February 2, 2021 through the facilities of Newsfile Corp. and subsequently filed on the System for Electronic Document Analysis and Retrieval (www.sedar.com).

Item 4. Summary of Material Change

PharmaDrug Inc. (CSE: BUZZ) (OTC: LMLLF) ("**PharmaDrug**" or the "**Company**"), a specialty pharmaceutical company focused on the development and commercialization of controlled-substances and natural medicines such as psychedelics, cannabis and naturally-derived approved drugs, announced that it has completed the previously announced acquisition of Sairiyo Therapeutics Inc. ("**Sairiyo**").

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

See Schedule A attached.

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 officer of the Company may be contacted for further information:

Daniel Cohen, CEO
dcohen@pharmadrug.co

Item 9. Date of Report

This report is dated this 2nd day of February, 2021.

SCHEDULE A

PharmaDrug Completes Acquisition of Sairiyo Therapeutics Inc.

Toronto, Ontario--(Newsfile Corp. - February 2, 2021) - PharmaDrug Inc. (CSE: BUZZ) (OTC: LMLLF) ("**PharmaDrug**" or the "**Company**"), a specialty pharmaceutical company focused on the development and commercialization of controlled-substances and natural medicines such as psychedelics, cannabis and naturally-derived approved drugs, today announced that it has completed the previously announced (see press releases dated January 12, 2021 and January 25, 2021) acquisition of Sairiyo Therapeutics Inc. ("**Sairiyo**") on February 2, 2021.

Sairiyo is a biotechnology company focused on repurposing and developing improved formulations of naturally derived compounds for serious, rare, and life-threatening diseases with the aim to obtain European Medicines Evaluation Agency and U.S. Food and Drug Administration ("**FDA**") approval. Sairiyo is advancing the clinical development of its lead drug candidate, Cepharanthine, a repurposed and reformulated naturally-derived compound for the potential treatment of cancer, neurological, inflammatory and infectious diseases.

Cepharanthine is a natural product and an approved drug used for more than 70 years in Japan to treat a variety of acute and chronic diseases. In clinical research, Cepharanthine exhibits multiple pharmacological properties including anti-oxidative, anti-inflammatory, immuno-regulatory, anti-cancer, anti-viral and anti-parasitic properties¹. Sairiyo has an exclusive license from a research and development organization to develop and commercialize reformulated Cepharanthine for all diseases and exclusive rights to the patent, method of manufacturing, clinical supply, pre-clinical data and know-how to support FDA clinical trials.

Sairiyo is currently focused on advancing the clinical development of Cepharanthine to treat rare cancer diseases. Sairiyo recently received FDA orphan drug designation for Cepharanthine in the treatment of esophageal cancer.

Chairman and CEO Daniel Cohen commented, "We are extremely excited to close the acquisition of Sairiyo and enter into a new phase for PharmaDrug. The acquisition helps complete PharmaDrug's business model by adding a vertical in research and development."

Management will immediately move to integrate Sairiyo into the Company with a goal to refine its Cepharanthine strategy including, but not exclusively, advancing the drug into FDA clinical trials for esophageal cancer. Management will also actively seek other avenues for the drug's diverse opportunities. PharmaDrug and Sairiyo have also already begun to develop a strategy to commence unique and value adding research in the psychedelic space.

Under the terms of the agreement, PharmaDrug acquired all of the issued and outstanding shares of Sairiyo in consideration for the issuance of an aggregate of 75,000,000 units of PharmaDrug ("**Units**"). Each Unit is comprised of one common share of Pharmadrug and one common share purchase warrant (a "**Warrant**") of Pharmadrug. Each Warrant entitles the holder thereof to acquire one common share in the capital of Pharmadrug at any time on or before the August 2, 2022 at an exercise price of \$0.10 per share.

About PharmaDrug Inc.

PharmaDrug is a specialty pharmaceutical company focused on the research, development and commercialization of controlled-substances and natural medicines such as psychedelics, cannabis and naturally-derived approved drugs. The Company owns 80% of Pharmadrug Production GmbH, a German medical cannabis distributor, with a Schedule I European Union narcotics license and German EuGMP certification allowing for the importation and distribution of medical cannabis to pharmacies in Germany and throughout the EU. The Company also owns 100% of Super Smart, a Dutch company building a modern adult use psychedelic retail business with an elevated and educational focus. PharmaDrug recently acquired

Sairiyo Therapeutics, a biotech company that specializes in researching and reformulating established natural medicines with a goal of bringing them through regulatory and research driven clinical trials.

For further information, please contact:

Daniel Cohen, Chairman and CEO

dcohen@pharmadrug.co

(647) 202-1824

Caution Regarding Forward-Looking Information:

THE CANADIAN SECURITIES EXCHANGE HAS NOT REVIEWED NOR DOES IT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

This press release contains “forward-looking information” within the meaning of applicable securities legislation. All statements, other than statements of historical fact, included herein is forward-looking information. Generally, forward-looking information may be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “proposed”, “is expected”, “budgets”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases, or by the use of words or phrases which state that certain actions, events or results may, could, would, or might occur or be achieved. In particular, this press release contains forward-looking information in relation to: advancing the clinical development of Cepharanthine; advancing into FDA clinical trials for esophageal cancer; finding other avenues for Cepharanthine’s diverse opportunities; developing a strategy to commence unique and value adding research in the psychedelic space. This forward-looking information reflects the Company’s current beliefs and is based on information currently available to the Company and on assumptions the Company believes are reasonable. These assumptions include, but are not limited to the ability of the Company to successfully execute on its plans for the Company and Sairiyo; and the Company’s continued response and ability to navigate the COVID-19 pandemic being consistent with, or better than, its ability and response to date.

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. Such risks and other factors may include, but are not limited to: general business, economic, competitive, political and social uncertainties; general capital market conditions and market prices for securities; the actual results of the Company’s future operations; competition; changes in legislation affecting the Company; the ability to obtain and maintain required permits and approvals, the timing and availability of external financing on acceptable terms; lack of qualified, skilled labour or loss of key individuals; risks related to the COVID-19 pandemic including various recommendations, orders and measures of governmental authorities to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, service disruptions, quarantines, self-isolations, shelters-in-place and social distancing, disruptions to markets, economic activity, financing, supply chains and sales channels, and a deterioration of general economic conditions including a possible national or global recession; and a deterioration of financial markets that could limit the Company’s ability to obtain external financing.

A description of additional risk factors that may cause actual results to differ materially from forward-looking information can be found in the Company’s disclosure documents on the SEDAR website at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. Readers are cautioned that the foregoing list of factors is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking information as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

The Company's securities have not been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or applicable state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. Persons", as such term is defined in Regulations under the U.S. Securities Act, absent registration or an applicable exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful.

Forward-looking information contained in this press release is expressly qualified by this cautionary statement. The forward-looking information contained in this press release represents the expectations of the Company as of the date of this press release and, accordingly, are subject to change after such date. However, the Company expressly 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 expressly required by applicable securities law.

References:

1. [Bailly, C., 2019. Cepharranthine: An update of its mode of action, pharmacological properties and medical applications. *Phytomedicine* 62, 152956.](#)