

Form 51-102F3
Material Change Report

ITEM 1 Name and Address of Company

Greenstar Biosciences Corp. (formerly Bethpage Capital Corp.)
(the “**Company**”)
1250, 639 – 5 Avenue SW
Calgary, AB T2P 0M9

ITEM 2 Date of Material Change

May 30, 2019

ITEM 3 News Release

A press release was issued via Accesswire June 4, 2018.

ITEM 4 Summary of Material Change

The Company completed the acquisition of all the outstanding common shares of Green Star Biosciences Inc., a private Alberta company. Immediately prior thereto the Company completed a consolidation of its common shares on the basis of 2:1. The Company issued 62,522,788 common shares in connection with a three-cornered amalgamation which resulted in a reverse take-over of the Company and the Company changed its name to Greenstar Biosciences Corp. The common shares of the Company was delisted from the TSX Venture Exchange on May 30, 2019, and was listed on the Canadian Securities Exchange on June 7, 2019.

ITEM 5 Full Description of Material Change

Bethpage Capital Inc. (“**Bethpage**” or the “**Company**”) (NEX:BET.H) and GreenStar Biosciences Inc. (“**GreenStar**”) announced that further to the Company’s press release dated September 13, 2018, Bethpage has received conditional approval to list the Resulting Issuer’s (as defined herein) common shares on the Canadian Securities Exchange (“**CSE**”) and on May 30, 2019 the Company and GreenStar completed the consolidation of the Bethpage common shares and the subsequent merger and reverse take-over transaction (the “**Transaction**”).

The Common Shares were listed and posted for trading on the Canadian Securities Exchange (“**CSE**”) on Friday, June 7, 2019, under the symbol “GSTR”. The Common Shares were delisted from the NEX board of the TSX Venture Exchange (“**TSXV**”) on May 30, 2019.

GreenStar, Bethpage, and a wholly-owned subsidiary of Bethpage (“**Bethpage Subco**”), entered into a definitive amalgamation agreement dated effective February 28, 2019 (the “**Definitive Agreement**”) to complete the Transaction. Pursuant to the terms of the Definitive Agreement, GreenStar and Bethpage Subco amalgamated by way of a three-cornered amalgamation (the “**Amalgamation**”) and the issued and outstanding securities of Bethpage were exchanged for securities of Bethpage, as the “**Resulting Issuer**”. As a result of the amalgamation, GreenStar became a wholly-owned subsidiary of Bethpage.

Bethpage completed a consolidation of its Common Shares on a 2 to 1 basis on May 30, 2019, prior to completion of the name change and the subsequent Amalgamation. The

approval of the shareholders of GreenStar required to effect the merger was previously obtained on March 27, 2019. In connection with the Transaction, the Company changed its name on May 30, 2019, to Greenstar Biosciences Corp.

Following completion of the Transaction, the Resulting Issuer has a total of 66,972,789 Common Shares issued and outstanding, warrants to purchase 40,066,490 Common Shares, finder warrants to purchase 949,369 Common Shares, performance warrants to purchase 4,655,992 Common Shares, Agent's Unit Options to purchase 445,095 Agent's Units and stock options outstanding to purchase an additional 5,926,008 Common Shares.

GreenStar is the owner of the property leases, brands and intellectual property of Cowlitz County Cannabis Cultivation Inc. ("**Cowlitz**"), a licensed cannabis producer and processor located in Washington State.

Cowlitz is a leading producer, marketer and vendor in the Washington State recreational cannabis market. Known for sourcing high-quality cannabis sold at affordable prices to a broad and established consumer base, Cowlitz's portfolio of branded products is available at approximately 20% of cannabis retailers throughout Washington State. Cowlitz is a top five producer and processor of cannabis in Washington and is the largest independent buyer of dried flower, producing over 200,000 pre-rolls monthly. Currently, Cowlitz produces flower, dabs, pre-rolls, a full spectrum of cannabinoid powder, and infused joints under brand categories: "Dab Dudes" – affordably priced vape cartridges, BHO (butane hash oil) waxes and crystalline, "Hi Guys" – the 'working man's weed', including flower, joints and BHO, and "Cowlitz Gold" – premium flower, joints, BHO and vape cartridges. Cowlitz branded products are currently available in approximately 20% of the dispensaries in Washington State.

Cowlitz holds a Washington State marijuana processor license as granted by the Washington State Liquor and Cannabis Board which licenses Cowlitz to process, dry, cure, package, and label useable marijuana, marijuana concentrates, and marijuana-infused products for sale at wholesale to marijuana processors and marijuana retailers in the State of Washington.

GreenStar has also executed a joint venture agreement with Progressive Herbs, Inc. ("**Progressive**") an Illinois-based agricultural technology company (the "**Progressive JV Agreement**"). Progressive and its affiliate, Aggressively Organic, Inc., are the owners of a proprietary technology for a sustainable, easy-to-use, inexpensive, productive growing system known as Micro Dendritic Pods™ (the "**Progressive IP**"). Pursuant to the Progressive JV Agreement, Progressive and GreenStar have formed a limited liability joint venture corporation, Capri, LLC, for the purposes of producing, processing, marketing and distributing cannabis, hemp, medicinal and bio pharmaceutical products for consumption worldwide utilizing the Progressive IP. Progressive has executed an exclusive sublicense agreement with Capri, LLC (the "**Capri Sublicense**") for the use, reproduction, development, manufacture, commercialization, sublicense and exploitation of the Progressive IP solely in connection with the production, development, manufacture and sale of cannabis, hemp, medicinal and bio pharmaceutical products for consumption.

According to Arcview Market Research and BDS Analytics, the North American cannabis market is expected to grow from \$9.2 Billion in 2017 to over \$47 Billion

within a decade. The cannabis market in Washington State has been expanding as evidenced by the approximately 30x growth since 2014. With cannabis currently legalized for recreational use in nine U.S. States, GreenStar and Cowlitz have recognized opportunities to expand from Washington to other states such as Oregon, California, and Nevada.

The Board of the Company is now comprised of Ralph Olson, Faizaan Lalani, Sean Campbell and Scott Reeves. The officers of the Company consist of Ralph Olson as Chief Executive Officer, Leighton Bocking as President, Alex McAulay as Chief Financial Officer and Dan McAtee as Chief Operating Officer.

Ralph Olson, CEO for the Company commented: “We are thrilled with the listing on the Canadian Securities Exchange and excited about pursuing our acquisition strategy and expanding the operations of the company to additional US states. Our short term objectives are to support Cowlitz and assist its growth as a cannabis producer, processor and retailer as well as negotiate new intellectual property licensing arrangements with vertically integrated companies active in the Washington cannabis industry. We have already started executing this strategy as evidenced by our recent joint venture agreement with Progressive Herbs, Inc. and we continue to seek additional value creating opportunities for the Company. We look forward to continuing to implement our strategies to grow the company as well as profitability.”

Additional Information

All information contained in this news release with respect to Bethpage and GreenStar was supplied by the parties respectively for inclusion herein.

The Company’s Listing Statement dated May 28, 2019, contains additional information with respect to the Transaction and is available on the Company’s SEDAR profile at www.sedar.com.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

ITEM 7 Omitted Information

Not applicable.

ITEM 8 Executive Officer

For further information, please contact Greenstar Biosciences Corp., Ralph Olson, CEO
Tel: (303) 807-4827

ITEM 9 Date of Report

Dated as of June 10, 2019.