

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

June 19, 2019

ITEM 3 News Release

A press release was issued via Accesswire June 19, 2019 and filed on SEDAR on June 19, 2019.

ITEM 4 Summary of Material Change

GreenStar Biosciences Corp. (“**GreenStar**” or the “**Company**”) (CSE:GSTR) is pleased to announce that, effective today, Mr. Rahim Rajwani has been appointed as Chief Executive Officer of the Company. Mr. Ralph Olson, the Company’s current CEO, will be moving to the role of President of GreenStar. Subject to final board approval, Mr. Rajwani will also join the board of directors of the Company. Leighton Bocking will transition from his current role of President and continue to work with the Company in a business development capacity.

ITEM 5 Full Description of Material Change

Please see attached press release.

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., Rahim Rajwani, CEO, Tel: (604) 628-2661

ITEM 9 Date of Report

Dated as of June 20, 2019.



GREENSTAR BIOSCIENCES

GREENSTAR BIOSCIENCES ANNOUNCES SENIOR MANAGEMENT ADDITION

June 19, 2019, Vancouver, B.C. – GreenStar Biosciences Corp. (“**GreenStar**” or the “**Company**”) (CSE:GSTR) is pleased to announce that, effective today, Mr. Rahim Rajwani has been appointed as Chief Executive Officer of the Company. Mr. Ralph Olson, the Company’s current CEO, will be moving to the role of President of GreenStar. Subject to final board approval, Mr. Rajwani will also join the board of directors of the Company. Leighton Bocking will transition from his current role of President and continue to work with the Company in a business development capacity.

Rahim has significant public company, capital markets and corporate governance experience with companies in the resources, technology and cannabis sectors and is currently a partner and founder of Northbay Capital Partners Corp., a boutique merchant bank and advisory group focusing on adding value to both public and private companies through the implementation of M&A advisory and capital markets transactions. He also has experience acting as a director of many TSXV and CSE-listed companies. Mr. Rajwani has over 22 years of capital markets experience, including compliance and sales in the brokerage industry. He most recently acted as Managing Director of Salman Partners Inc. and prior thereto was CCO and Vice President Compliance for several local brokerage firms. As a former executive member of Peninsula Merchant Banking Syndications group in 2007, he was involved in a number of capital markets transactions and advisory engagements including Ventana Gold, leading to its \$1.43 billion takeover by EBX Group. Rahim brings extensive public company experience, risk mitigation and advisory expertise with him that will support the Company’s future growth, capital markets and M&A strategies.

As the Company has recently completed its listing on the Canadian Securities Exchange (“**CSE**”), the addition of Rahim as CEO and a board member will be instrumental in creating value and capital markets opportunities for the Company as it transitions deeper into its acquisition and growth phase. Mr. Olson has been instrumental in building GreenStar into a strong new public entity and he will continue to provide the Company with his operational expertise, management and oversight on a going forward basis.

"The Company has achieved a strategic turning point with its recent CSE listing and overall growth phase. I am excited to join the GreenStar management team and board at this time as

the Company executes on its growth objectives through implementing its acquisition strategy and expanding the operations of the company to additional US states," said Mr. Rajwani. "I am excited for the opportunity to bring my capital markets background and skills to work to help the Company through its next stage of growth and generate long term, sustainable shareholder value."

About GreenStar

GreenStar's current primary business involves the leasing, branding 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 30% 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 over 150 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.

**For further information please contact:
GreenStar Biosciences Corp.**

Rahim Rajwani, CEO

Tel: (604) 628-2661

THE CSE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ACCURACY OR ADEQUACY OF THIS RELEASE.

Forward Looking Statements

This news release contains forward-looking statements relating to the future operations of the Company and other statements that are not historical facts. Forward-looking statements are often identified by terms such as “will”, “may”, “should”, “anticipate”, “expects” and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the future plans and objectives of the Company, are forward looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company’s expectations are risks detailed from time to time in the filings made by the Company with securities regulations.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. As a result, the Company cannot guarantee that any forward-looking statement will materialize and the reader is cautioned not to place undue reliance on any forward-looking information. 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. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements as expressly required by Canadian securities law.