

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 4, 2019

ITEM 3 News Release

A press release was issued via Accesswire June 4, 2019 and filed via SEDAR on June 4, 2019.

ITEM 4 Summary of Material Change

Bethpage Capital Inc. (“**Bethpage**” or the “**Company**”) (NEX:BET.H) and GreenStar Biosciences Inc. (“**GreenStar**”) are pleased to announce 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**”).

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., Ralph Olson, CEO
Tel: (303) 807-4827

ITEM 9 Date of Report

Dated as of June 19, 2019.

GREENSTAR BIOSCIENCES CORP.

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BETHPAGE ANNOUNCES NAME CHANGE, CONDITIONAL APPROVAL TO LIST ON THE CSE AND CLOSING OF MERGER WITH GREENSTAR BIOSCIENCES

June 4, 2019, Vancouver, B.C. – Bethpage Capital Inc. (“**Bethpage**” or the “**Company**”) (NEX:BET.H) and GreenStar Biosciences Inc. (“**GreenStar**”) are pleased to announce 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 are expected to be listed and posted for trading on the Canadian Securities Exchange (“**CSE**”) on or about 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.

Investors are cautioned that, except as disclosed in the disclosure documents prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States 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, unless an exemption from such registration is available.

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

Ralph Olson, CEO

Tel: (303) 807-4827

The CSE has in any way passed upon the merits of the Transaction or the listing of the common shares of the Resulting Issuer (the “Resulting Issuer Common Shares”), and have neither approved nor disapproved the contents of this news 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 Transaction and 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 the Transaction will be completed and 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.