

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

GreenStar Biosciences Corp. ("GreenStar" or the "Company")
Suite 717, 1030 West Georgia Street
Vancouver, BC V6E 2Y3

Item 2 Date of Material Change

August 6, 2019

Item 3 News Release

The news release was disseminated on August 8, 2019 through Newsfile Corp. and filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that it has retained Integral Wealth Securities Ltd. ("Integral") to provide market-making services in accordance with Canadian Securities Exchange ("CSE") policies. In addition, the Company also announced the grant of a total of 600,000 stock options to directors and officers of the Company.

Item 5.1 Full Description of Material Change

Please see attached Schedule "A".

Item 5.2 Disclosure for Restructuring Transactions

Not applicable

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

Not Applicable

Item 7 Omitted Information

No significant facts remain confidential in, or no information has been omitted from, this report.

Item 8 Executive Officer

For more information, please contact Rahim Rajwani, CEO Tel: (604) 834-9499

Item 9 Date of report:

August 8, 2019

Schedule "A"

**GREENSTAR BIOSCIENCES RETAINS INTEGRAL WEALTH SECURITIES LTD. FOR
MARKET MAKING**

August 8, 2019, Vancouver, B.C. – GreenStar Biosciences Corp. (“GreenStar” or the “Company”) (CSE:GSTR), a growth-oriented technology and services company that provides real estate, financial, management and other support to licensed cannabis businesses in the United States, is pleased to announce that it has retained Integral Wealth Securities Ltd. ("Integral") to provide Market-Making services in accordance with Canadian Securities Exchange ("CSE") policies.

Integral will trade securities of GreenStar on the CSE for the purposes of maintaining an orderly market of the Company’s securities. In consideration of the services provided by Integral, GreenStar will pay Integral a monthly cash fee of \$6,000. Integral will not receive shares or options as compensation. However, Integral and its clients may have or may acquire a direct interest in the securities of the Company.

GreenStar and Integral are unrelated and unaffiliated entities; Integral is a member of the Investment Industry Regulatory Organization of Canada ("IIROC") and can access all Canadian Stock Exchange and Alternative Trading Systems. The capital and securities required for any trade undertaken by Integral as principal will be provided by Integral. The agreement will have a minimum term of 12 months. The Company will shall have a one-time right to terminate after 3 months, provided written notice of termination is received at least 7 days prior to the 90th day of the term. Following the 12-month anniversary of the agreement, the Company may terminate the agreement on 30 days written notice.

In addition, the Company announces it has granted stock options to acquire a total of 600,000 common shares of the Company to certain officers and directors of the Company. The options are exercisable at a price of \$0.165 per share and expire five years from the date of grant. The options are subject to vesting provisions where 50% of the options vest immediately and 50% vest on the first anniversary of the grant date.

About Integral Wealth Securities

Integral Wealth Securities Ltd. is a national, independent investment dealer that provides private and public issuers with investment banking services, institutional investors and public issuers with capital markets services and affluent individuals with wealth management services. Founded in 2003, the firm has established capabilities in market making, energy banking, and private debt / equity.

About GreenStar

GreenStar is a growth-oriented technology and services company that provides real estate, financial, management, IP and branding support to licensed cannabis businesses. GreenStar also has exclusive licensing arrangements for proprietary technologies that support product development and operational efficiencies for its operations. Based in Vancouver, BC, GreenStar intends to facilitate growth through acquisitions and development of additional assets, products and technologies in legal cannabis markets by leveraging its capital markets, branding and operational expertise. GreenStar is committed to increasing shareholder value through aggressive expansion initiatives.

GreenStar's assets include the property leases and intellectual property of Cowlitz County Cannabis Cultivation Inc. (“Cowlitz”), a Tier 2 licensed cannabis producer and processor located in Washington State. Cowlitz is a

leading processor, marketer and vendor in the Washington State cannabis market. Known for sourcing high-quality cannabis sold at affordable prices, its products are sold to a broad and established consumer base. Cowlitz's portfolio of branded products is available at approximately 20% of cannabis retailers throughout Washington State.

For further information please contact:

GreenStar Biosciences Corp.

Rahim Rajwani, CEO

info@greenstarbiosciences.com

Tel: (604) 834-9499

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

Disclaimer for 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 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. Readers are cautioned that assumptions used in the preparation of the forward-looking statements 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, including changes to the regulatory environment; and that the current Board and management may not be able to attain the Company's corporate goals and objectives. 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. 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 only as of the date of this news release and the Company does not intend to update any of the included forward-looking statements except as expressly required by applicable Canadian securities laws.