

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Lobe Sciences Ltd. (“Lobe” or the “Company”)
Suite 1400, 1199 West Hastings Street
Vancouver, BC V6E 3T2

Item 2 Date of Material Change

January 6, 2021

Item 3 News Release

The news release in respect of the non-brokered private placement closing was disseminated on January 6, 2021 through Newsfile Corp. and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that it had further upsized and closed the second and final tranche of its upsized non-brokered private placement, for total aggregate gross proceeds between the first and second tranches of \$3,445,847.

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 information has been omitted.

Item 8 Executive Officer

For more information, please contact Jonathan Gilbert, Executive Chairman Tel: (949) 505-5623.

Item 9 Date of report:

January 11, 2021

Schedule "A"

**LOBE SCIENCES ANNOUNCES FURTHER UPSIZING AND SECOND CLOSING OF
NON-BROKERED PRIVATE PLACEMENT**

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

January 6, 2021, Vancouver, B.C. – Lobe Sciences Ltd. (“**Lobe**” or the “**Company**”) (CSE:LOBE) (OTC Pink:GTSIF) is pleased to announce, that due to strong investor demand, it has further upsized its previously announced non-brokered private placement of units (the “**Units**”) from \$2,700,000 to \$3,445,847 (the “**Offering**”) and has completed a second and final tranche closing, raising gross proceeds of \$1,118,747 (the “**Second Tranche Closing**”). The Second Tranche Closing consisted of the issuance of an aggregate of 11,187,475 Units at a price of \$0.10 per Unit. Together with the first closing, which was announced on December 24, 2020, the Company has raised total gross proceeds of \$3,445,847 pursuant to the Offering, through the issuance of an aggregate of 34,458,475 Units.

Each Unit consists of one common share in the capital of the Company (each a “**Share**”) and one share purchase warrant (each a “**Warrant**”). Each Warrant entitles the subscriber to acquire one additional Share at a price of \$0.25 per Share for a period of two years from the applicable closing date, subject to an accelerated expiry if, on any 10 consecutive trading days occurring after four months and one day has elapsed following the final closing date of the Offering, the closing price of the Shares (or the closing bid, if no sales were reported on a trading day) as quoted on the Canadian Securities Exchange (the “**CSE**”) is greater than \$0.35 per Share, in which case Lobe may provide notice to the holders of the Warrants by issuance of a news release that the expiry date of the Warrants will be accelerated to the 30th day after the date on which Lobe issues such news release. No finder's fees were paid in connection with the Offering.

Jonathan Gilbert, Executive Chairman of Lobe said, “We are extremely pleased with the support we have seen for the Company and the Offering, from both existing and new strategic shareholders, which resulted in upsizing our original offering by over \$1.44 million. Our industry is seeing tremendous growth and we intend to build upon this momentum and showcase the Company as a leader by achieving key milestones, including development of our nasal mist device, furthering our pre-clinical studies, closing the Cowlitz sale transaction, and achieving other Company growth initiatives.”

Proceeds from the Offering are expected to be used to fund the Company's existing business operations, pre-clinical studies with N-Acetylcysteine and psilocybin, device development/engineering, general working capital, marketing and costs of the Offering. Although the Company intends to use the proceeds of the Offering as described above, the actual allocation of proceeds may vary from the uses set out above depending on future operations, events or opportunities.

The Shares and Warrants comprising the Units issued pursuant to the Offering are subject to a statutory four month and one day hold period from the date of issue in accordance with applicable Canadian securities laws. None of the Units will be registered under the United States *Securities Act of 1933*, as amended, and none may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities of the Company, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Lobe Sciences Ltd.

Lobe is a growth-oriented research, technology & services company that provides financial, management, IP and branding support to businesses. The Company operates a portfolio of companies focused on developing transformational medicines and applies refined strategies to help partner companies reach their full potential. Based in Vancouver, BC, Lobe Sciences creates value through acquisitions and development of assets, products and technologies by leveraging its scientific, engineering, branding and operational expertise supported by strong capital markets acumen.

For further information please contact:

Lobe Sciences Ltd.

Jonathan Gilbert, Executive Chairman

info@lobesciences.com

Tel: (949) 505-5623

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. Certain statements included in this release, including statements regarding the Company’s proposed use of proceeds of the Offering, and the key milestones the Company is seeking to achieve, including development of its nasal mist device, furthering pre-clinical studies, completion of the Cowlitz sale transaction and achieving other growth initiatives, 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 that the Company may determine to use the proceeds in a manner different than that currently expected; changes to the regulatory environment; and that the current Board and management may not be able to attain the Company’s corporate goals, milestones 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.