

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Ionic Brands Corp. (the “Company”)  
1142 Broadway, Suite 300  
Tacoma, WA 98402

**Item 2 Date of Material Change**

February 8, 2021

**Item 3 News Release**

The news release dated February 2, 2021 was disseminated via Stockwatch and subsequently filed on SEDAR.

**Item 4 Summary of Material Change**

Ionic Brands Corp. announced the effective date of share consolidation

**Item 5 Full Description of Material Change**

The consolidation of the Company’s common shares at a ratio of one (1) post-consolidated common share for every six (6) pre-consolidated common shares (the “**Share Consolidation**”) was completed on February 8, 2021. The common shares commenced trading on the Canadian Securities Exchange on a post-consolidated basis on February 5, 2021.

The Company’s CUSIP is 462202409 and the ISIN is CA4622024095. The Company had 198,776,938 common shares issued and outstanding prior to the Share Consolidation. Following the Share Consolidation, the Company has approximately 33,129,489 common shares issued and outstanding prior to rounding for fractional shares. The Canadian Securities Exchange has approved the Share Consolidation.

Upon completion of the Share Consolidation, a letter of transmittal was sent by mail to registered shareholders advising that the Share Consolidation has taken effect. The letter of transmittal contained instructions on how registered shareholders can exchange their share certificates or DRS statements evidencing their pre-consolidated common shares for new share certificates or new DRS statements representing the number of post-consolidated common shares to which they are entitled. No action is required by non-registered shareholders (shareholders who hold their shares through an intermediary) to effect the Share Consolidation.

The Share Consolidation was approved by the board of directors of the Company.

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

Not applicable.

**Item 7            Omitted Information**

Not applicable.

**Item 8            Executive Officer**

John Gorst, CEO & Chairman  
Tel: +1-253-248-7927

**Item 9            Date of Report**

February 16, 2021