

FORM 51-102F3
Material Change Report

ITEM 1: NAME AND ADDRESS OF COMPANY

Blueberries Medical Corp. (the 'Company')
82 Richmond Street East
Toronto, Ontario M5C 1P1

ITEM 2: DATE OF MATERIAL CHANGE

September 9, 2021

ITEM 3: NEWS RELEASE

A news release was issued at Toronto, Ontario by the Company on September 9, 2021, through the facilities of GlobeNewswire, Toronto and subsequently filed on SEDAR.

ITEM 4: SUMMARY OF MATERIAL CHANGE

On September 9, 2021, the Company announced the closing of a C\$2.1 million non-brokered private placement and the appointment of a new director.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

On September 9, 2021, the Company announced the completion of a non-brokered private placement consisting of the sale of 20,813,817 common shares ("**Common Shares**") at a price of C\$0.10 per Common Share for aggregate gross proceeds of C\$1,901,382 (or approximately US\$1,500,000) (the "**Offering**"), of which 19,013,817 Common Shares was paid for in cash and 1,800,000 Common Shares was issued in connection for past services provided to the Company by an arm's length third party service provider. Following the successful control of the Company's SG&A over the past six months and improvements to operational standards in both cultivation and extraction of cannabis, the net proceeds from the sale of the Common Shares issued for cash consideration will be used to continue to: (i) implement the Company's worldwide marketing strategy and ensuring the highest international quality standards in all of its operations; (ii) plant and equipment improvements, including the improvement to the Company's state-of-art extraction pharma grade laboratory; (iii) obtaining GACP (*Good Agricultural and Collection Practices*) and EUGMP (*European Union Good Manufacturing Practices*) certifications; (iv) for new revenue streams; and (v) other general corporate and working capital purposes.

The Offering was led by Terraflos Inc. ("**Terraflos**"), a cannabis company with operations throughout Latin America that was founded, and is controlled, by Facundo Garreton, the Chairman, interim-CEO and a director of the Company.

New Director Appointment

The Company is also pleased to announce the appointment of Joaquin Barbera as a new independent member of the board of directors of the Company. Joaquín Barbera is the current CEO of the Broda Group, a company based in Argentina with more than 300 employees that invest and develop triple impact businesses from Mendoza Argentina to the World, whose drivers are innovation and sustainability. Joaquín studied business strategy at Harvard University and at the IAE Business School and he is a specialist in innovation and sustainability. He is a member of the board of Directors at Sistema B Argentina and represents Mendoza at the Union Industrial Argentina.

MI 61-101 Disclosure

Participation by Terraflos in the Offering was considered a “related party transaction” pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company was exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with Terraflos’ participation in the Offering in reliance of sections 5.5(a) and 5.7(1)(a) of MI 61-101. A material change report will be filed in connection with the participation of Terraflos in the Offering less than 21 days in advance of the closing of the Offering, which the Company deemed reasonable in the circumstances so as to be able to avail itself of potential financing opportunities and complete the Offering in an expeditious manner.

ITEM 6: RELIANCE ON SECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable

ITEM 7: OMITTED INFORMATION

Not applicable

ITEM 8: EXECUTIVE OFFICER

The following executive officer of the Company may be contacted for further information: Guillermo Rodriguez, Chief Financial Officer, Blueberries Medical Corp.

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ITEM 9: DATE OF REPORT

DATED at Toronto, Ontario, this 9th day of September, 2021

Cautionary Note Regarding Forward-Looking Information

This material change report contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of the applicable Canadian securities legislation. All statements, other than statements historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this material change report. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this material change report, forward-looking statements relate, among other things, to: the use of proceeds from the Offering, expected synergies with Terraflos following the completion of the Offering, improvement to the Company's state-of-art extraction pharma grade laboratory; obtaining GACP (Good Agricultural and Collection Practices) and EUGMP (European Union Good Manufacturing Practices) certifications; creation of new revenue streams and expected future revenue, commencement of commercial production of cannabis, CBD and other cannabis-derived products, successful implementation of full GMP standards at its extraction facility to allow for additional export potential to international markets, achieving additional milestones is contemplated, or at all, ability to expand distribution networks, ability to expand and upgrade the Company's cultivation facilities in Colombia, internal expectations, expectations regarding the ability of the Company to access new Latin American and international markets, the ability to attract and retain new customers, and future expansion plans including development of the cultivation, production, industrialization and marketing of cannabis for commercial and scientific purposes.

These forward-looking statements are based on reasonable assumptions and estimates of management of the Company at the time such statements were made. Actual future results may differ materially as forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors, among other things, include: fluctuations in general macroeconomic conditions; fluctuations in securities markets; expectations regarding the size of the Colombian and international medical cannabis market and changing consumer habits; the ability of the Company to successfully achieve its business objectives; plans for expansion; political and social uncertainties; inability to obtain adequate insurance to cover risks and hazards; and the presence of laws and regulations that may impose restrictions on cultivation, production, distribution and sale of cannabis and cannabis related products in Colombia, Argentina and elsewhere; and employee relations. Although the forward-looking statements contained in this material change report are based upon what management of the Company believes, or believed at the time, to be reasonable assumptions, the Company cannot assure shareholders that actual results will be consistent with such forward-looking statements, as there may be other factors that cause results not to be as anticipated, estimated or intended. Readers should not place undue reliance on the forward-looking statements and information contained in this material change report. The Company assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.

Additional information regarding the Company, and other risks and uncertainties relating to the Company's business are contained under the heading "Risk Factors" in the Company's Listing Statement dated January 31, 2019 and such other risk factors included in the management's discussion and analysis of the Corporation for the year ended December 31, 2020, each filed on its issuer profile on SEDAR at www.sedar.com.

No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.