

## Form 62-103F1

### *Required Disclosure under the Early Warning Requirements*

#### **Item 1 – Security and Reporting Issuer**

##### **1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Common shares (“**Common Shares**”), common share purchase warrants (“**Company Warrants**”), and stock options (“**Company Options**”) of Spyder Cannabis Inc. (the “**Company**”) with the head office located at 421 - 7th Avenue SW, TD Canada Trust Tower, Suite 1700, Calgary, Alberta, T2P 4K9.

##### **1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Not applicable (see Item 2.2).

#### **Item 2 – Identity of the Acquiror**

##### **2.1 State the name and address of the acquiror.**

Ari Toderovitz (the “**Reporter**”)  
31 King High Avenue  
North York, ON, M3H 3A8

##### **2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On May 31, 2019, the Company completed a three-cornered amalgamation with Spyder Vapes Inc. (“**Private Spyder**”) and 11304372 Canada Inc. (“**Subco**”), a wholly-owned subsidiary of the Company, pursuant to an amalgamation agreement (the “**Amalgamation Agreement**”) dated March 19, 2019 among the Company, Private Spyder and Subco (the “**Transaction**”). In connection with the Transaction, as more fully described in the Company’s filing statement (the “**Filing Statement**”) dated April 30, 2019, each outstanding common share in the capital of Private Spyder (each, a “**Private Spyder Share**”) was exchanged for one (1) Common Share.

The Reporter acquired its 1,200,000 Common Shares in exchange for 1,200,000 Private Spyder Shares, 83,333 Company Warrants in exchange for 83,333 Private Spyder Share purchase warrants, and 600 Company Options in exchange for 600,000 stock options of Private Spyder, in each case pursuant to the terms of the Amalgamation Agreement as described in the Filing Statement. The

Transaction constituted the Company's "Qualifying Transaction" under policy 2.4 of the TSX Venture Exchange.

**2.3 State the names of any joint actors.**

2432692 Ontario Inc. (the "Joint Actor")

**Item 3 – Interest in Securities of the Reporting Issuer**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.**

See Item 2.2, above.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.**

See Item 2.2, above.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Prior to the Transaction, the Reporter did not have ownership of, or exercise control or direction over, any voting or equity securities of the Company.

Following the Transaction, the Reporter, together with the Joint Actor, holds 3,016,833 Common Shares (7.6% of the issued and outstanding Common Shares), and assuming full exercise of the 83,333 Company Warrants held by the Joint Actor and 600,000 Company Options held by the Reporter, the Reporter holds, together with the Joint Actor, 4,900,166 Common Shares (12.3% of the issued and outstanding shares on a partially diluted basis).

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,**

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**
- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

As a result of the Transaction, the Reporter, together with the Joint Actor, now has ownership or control over 3,016,833 Common Shares, which represents approximately 7.6% of the issued and outstanding Common Shares on an undiluted basis, and 83,333 Company Warrants and 600,000 Company Options, which together with the 3,016,833 Common Shares and assuming full exercise of the Company Warrants and Company Options, represent approximately 12.3% of the issued and outstanding Common Shares on a partially diluted basis.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **Item 4 – Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The Common Shares acquired by the Reporter were issued at a deemed price of \$0.15 per Common Share, for aggregate consideration of \$452,524.95.

- 4.2 **In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1, above.

- 4.3 **If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

See Item 2.2, above.

#### **Item 5 – Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**

- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The Common Shares, Company Options and Company Warrants held by the Reporter and the Joint Actor are being held for investment purposes. In the future, the Reporter or the Joint Actor may, as applicable and depending on market and other conditions, increase or decrease their respective beneficial ownership of securities of the Company.

#### **Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

**Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder’s fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.**

Not applicable.

#### **Item 7 – Change in Material Fact**

**If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.**

Not applicable.

#### **Item 8 – Exemption**

**If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.**

Not applicable.

#### **Item 9 – Certification**

**The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.**

**This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.**

**It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.**

### **Certificate**

I, as the Reporter, certify, or I, as the agent filing this report on behalf of the Reporter, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 31st day of May, 2019.

*(signed) "Ari Toderovitz"*  
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Ari Toderovitz