

**SPYDER CANNABIS INC.
(FORMERLY, ANCHOR CAPITAL COMPANY)**

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Spyder Cannabis Inc. (the “**Company**” or “**Spyder**”)
312 Meridian Rd. NE Unit B/C
Calgary, AB
T2A 2N6

Item 2: Date of Material Change

August 24, 2020.

Item 3: News Release

A news release was issued and disseminated on August 25, 2020 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule “A”.

Item 4: Summary of Material Change

The Company announced that it had completed its previously-announced debt settlement transaction (the “**Transaction**”), pursuant to which it issued, to certain creditors of the Company, an aggregate of 3,872,000 common shares in the capital of the Company (“**Common Shares**”) at a deemed price of \$0.05 per Common Share in settlement of an aggregate of \$193,600 in indebtedness of the Company.

Item 5.1: Full Description of Material Change

Please see attached news release at Schedule “A” to this report for a full description of the Transaction and its material terms. The below sections contain the applicable portions of the disclosure required by Part 5 of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”).

General

As part of the Transaction, the Company issued to Mark Pelchovitz, the Chief Financial Officer and a Director of the Company, and therefore an insider, 3,000,000 Common Shares, which issuance is considered a “related party transaction” pursuant to MI 61-101.

Interest of Related Parties and Anticipated Effect on the Percentage of Securities Held

Prior to the closing of the Transaction, Mr. Pelchovitz beneficially owned (i) 2,115,089 Common Shares, representing approximately 4.89% of the total issued and outstanding Common Shares (on a non-diluted basis), and (ii) assuming full exercise of 33,333 common share purchase warrants of the Company (“**Warrants**”), and 600,000 stock options of the Company (“**Options**”) prior to the Transaction, 2,748,422 Common Shares, representing approximately 6.35% of the issued and outstanding Common Shares on a partially diluted basis. Following the completion of the Transaction, Mr. Pelchovitz now has ownership and control over (i) 5,115,089 Common Shares, representing approximately 10.86% of the total issued and outstanding Common Shares (on a non-diluted basis), and (ii) 33,333 Warrants, and 600,000 Options, which together with the 5,115,089 Common Shares, and assuming full exercise of the Warrants and the Options, represents approximately 12.20% of the issued and outstanding Common Shares on a partially diluted basis.

Approval Procedures

The Transaction was reviewed and approved by the uninterested directors of the Company, and Mr. Pelchovitz abstained from voting on the review and approval of the Transaction.

Exemptions from Formal Valuation and Minority Approval Relied Upon

The Transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 in

respect of such insider participation, as the fair market value of the Common Shares issued to Mr. Pelchovitz under the Transaction does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

Purpose and Business Reasons for the Transaction and Anticipated Effect on the Company's Business and Affairs

The purpose and business reason for the Transaction includes the reduction of the indebtedness of the Company. Except insofar as the Transaction reduces the indebtedness of the Company and results in an increased in the issued and outstanding Common Shares, the Transaction is not anticipated to have any effect on the Company's business and affairs.

Material Change Report Not Filed More Than 21 Days Prior to Closing

A material change report was not filed more than 21 days prior to closing as contemplated by the requirements under MI 61-101 as the insider participation was only confirmed closer to the date of the closing of the Transaction. This abbreviated period is reasonable and necessary in the circumstances as the Company wished to complete the Transaction in a timely manner.

Material Change Report Available Upon Request

A copy of this material change report will be provided to any shareholder of the Company upon request, without charge.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Dan Pelchovitz,
President and Chief Executive Officer
Spyder Cannabis Inc.
Telephone: 1.888.504.7737
Email: corporate@spydercannabis.com

Item 9: Date of Report

This report is dated as of the 3rd day of September, 2020.

SCHEDULE "A"

SPYDER CANNABIS COMPLETES DEBT SETTLEMENT TRANSACTION

Vaughan, ON - August 25, 2020 - Spyder Cannabis Inc. (TSXV: SPDR) ("**Spyder Cannabis**" or the "**Company**"), an established Canadian cannabis and vape retailer, is pleased to announce that it has completed its previously-announced debt settlement transaction (the "**Transaction**") pursuant to which it has issued, to certain creditors of the Company, an aggregate of 3,872,000 common shares in the capital of the Company ("**Common Shares**") at a deemed price of \$0.05 per Common Share in settlement of an aggregate of \$193,600 in indebtedness of the Company. The Common Shares issued in connection with the Transactions are subject to a statutory hold period of four months and a day from the date of issuance.

Related Party Transaction

As part of the Transaction, the Company issued to Mark Pelchovitz, the Chief Financial Officer and a Director of the Company, and therefore an insider, 3,000,000 Common Shares, which issuance is considered a "related party transaction" pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company has relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(a), respectively, of MI 61-101 in respect of such insider participation. The Company is relying on an exemption from the formal valuation and the minority shareholder approval requirements of MI 61-101 contained in, respectively, Section 5.5(a) and Section 5.7(1)(a), as the fair market value of the Common Shares issued to Mr. Pelchovitz under the Transaction does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

Early Warning Report

Prior to the closing of the Transaction, Mr. Pelchovitz beneficially owned (i) 2,115,089 Common Shares, representing approximately 4.89% of the total issued and outstanding Common Shares (on a non-diluted basis), and (ii) assuming full exercise of 33,333 common share purchase warrants of the Company ("**Warrants**"), and 600,000 stock options of the Company ("**Options**") prior to the Transaction, 2,748,422 Common Shares, representing approximately 6.35% of the issued and outstanding Common Shares on a partially diluted basis.

Following the completion of the Transaction, Mr. Pelchovitz now has ownership and control over (i) 5,115,089 Common Shares, representing approximately 10.86% of the total issued and outstanding Common Shares (on a non-diluted basis), and (ii) 33,333 Warrants, and 600,000 Options, which together with the 5,115,089 Common Shares, and assuming full exercise of the Warrants and the Options, represents approximately 12.20% of the issued and outstanding Common Shares on a partially diluted basis.

The Common Shares acquired pursuant to the Transaction were acquired by Mr. Pelchovitz for investment purposes, and depending on market and other conditions, Mr. Pelchovitz may from time to time in the future increase or decrease his ownership, control or direction over securities of the Company through market transactions, private agreements, or otherwise. For the purposes of this notice, the address of Mr. Pelchovitz is 57 Greenbank Drive, Richmond Hill, Ontario, L4E 4C4.

An early warning report pursuant to the requirements of applicable securities laws will be issued by each of the Reporters and will be posted to SEDAR at www.sedar.com and available on request at the number and addresses below. For further information, including a copy of the early warning report required under applicable Canadian securities laws to be filed by Mr. Pelchovitz as a result of the Transaction, please contact Dan Pelchovitz at 1-888-504-SPDR (1-888-504-7737).

About Spyder

Spyder is a Cannabis, Vape and CBD retailer that operates in jurisdictions where the products are federally legal in both Canada and the United States. The Company, through its subsidiaries, is a retailer involved in the development of three retail business units. The first is the sale of Cannabis products, the second is the sale of CBD in the United States only, the third is the sale of smoking cessation products in Ontario.

Additional Information

For more information, please contact:

Spyder Cannabis Inc.

Dan Pelchovitz

President & Chief Executive Officer

Contact: Investor Relations

Phone: 1-888-504-SPDR (1-888-504-7737)

Email: corporate@spydercannabis.com**Cautionary Statements**

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Certain statements contained in this press release may constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, this release contains forward-looking information relating to the satisfaction of the closing conditions contemplated under the Debt Settlement. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the Company. Risk factors that could cause actual results or outcomes to differ materially from the results expressed or implied by forward-looking information include, among other things, general economic and business conditions and a changes in the regulatory conditions in the markets within which the Company operates. The Company cautions the reader that the above list of risk factors is not exhaustive. The forward-looking information contained in this release is made as of the date hereof and the Company is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.