

## 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.**

This report relates to the common shares (“**Common Shares**”) in the capital of Spyder Cannabis Inc. (the “**Company**”), having its head office at 312 Meridian Road NE, Unit B/C, Calgary, Alberta, T2A 2N6.

**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. The transaction that triggered the requirement to file this report did not take place on a stock exchange or other market that represents a published market for the securities that are the subject of this report. Instead, the transaction that triggered the requirement to file this report was a private transaction, as described in Item 2.2, below.

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

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

Mark Pelchovitz (the “**Acquiror**” or “**Mr. Pelchovitz**”)  
57 Greenbank Drive  
Richmond Hill, Ontario, L4E 4C4.

**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.**

The transaction that triggered the requirement to file this report was a debt settlement transaction (the “**Debt Settlement**”) completed by the Company on March 15, 2021, in which the Company issued, to certain creditors of the Company (including the Acquiror), an aggregate of 9,966,666 Common Shares at a deemed price of \$0.03 per Common Share in settlement of an aggregate of \$299,000 in indebtedness of the Company. The Common Shares issued to the creditors (including the Acquiror) were issued pursuant to separate debt conversion agreements entered into by the Company and each of the creditors.

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

Not Applicable.

#### **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.**

On March 15, 2021, the Acquiror acquired 6,666,666 Common Shares pursuant to the Debt Settlement.

Prior to the closing of the Debt Settlement, Mr. Pelchovitz beneficially owned (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) assuming full exercise of 33,333 common share purchase warrants of the Company held by Mr. Pelchovitz (the "Warrants") and 600,000 stock options of the Company held by Mr. Pelchovitz (the "Options") prior to the Debt Settlement, 5,748,422 Common Shares, representing approximately 12.21% of the issued and outstanding Common Shares (on a partially diluted basis).

Following the completion of the Debt Settlement, Mr. Pelchovitz now has ownership and control over (i) 11,781,755 Common Shares, representing approximately 20.65% 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 11,781,755 Common Shares, and assuming full exercise of the Warrants and the Options, represents approximately 21.76% of the issued and outstanding Common Shares (on a partially diluted basis).

**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.**

The Acquiror acquired ownership of or control over 6,666,666 Common Shares.

**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.**

Please see Item 3.1.

**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,**

Not applicable.

- (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**

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 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.**

Pursuant to the Debt Settlement, the Acquiror settled \$199,999.98 of debt and received 6,666,666 Common Shares at a deemed price of \$0.03 per Common Share.

- 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.**

Please see Item 4.1.

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

Please see Item 2.2 and Item 3.1.

#### **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 that have been acquired by the Acquiror in connection with the Debt Settlement, and the Options and the Warrants previously acquired, are being held for investment purposes. In the future, the Acquiror may, depending on market and other conditions, increase or decrease the Acquiror's 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 Acquiror, certify, or I, as the agent filing this report on behalf of an Acquiror, 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 17th day of March, 2021.

*(signed) "Mark Pelchovitz"*

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Mark Pelchovitz