

SPYDER CANNABIS INC.
FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Spyder Cannabis Inc. (the “**Company**”)
7941 Jane Street, Unit 2
Concord, ON, L4K 2M7

Item 2: Date of Material Change

August 25, 2021.

Item 3: News Release

A news release was issued and disseminated on August 26, 2021 via Newsfile, and subsequently filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule “A”.

Item 4: Summary of Material Change

On August 25, 2021, the board of directors of the Company approved a consolidation (the “**Consolidation**”) of the Company’s share capital on a one-for-five basis. The Consolidation was approved by shareholders at the Company’s annual and special meeting of shareholders held on July 12, 2021.

The Company currently has 74,048,157 common shares (each a “**Common Share**”) outstanding and following completion of the Consolidation, the Company is expected to have approximately 14,809,631 Common Shares outstanding (subject to minor deviation as a result of the effects of rounding at the individual security holder level). No fractional Common Shares will be issued upon implementation of the Consolidation. In the event that the Consolidation would otherwise result in the issuance of a fractional share, such fraction will be rounded to the next lowest whole number of Common Shares.

The exercise or conversion price and the number of Common Shares issuable under any of the Company’s outstanding warrants and stock options will be proportionately adjusted to reflect the Consolidation in accordance with the respective terms thereof.

Completion of the Consolidation remains subject to the approval of the TSX Venture Exchange.

Item 5.1: Full Description of Material Change

Please see news release attached as Schedule “A”.

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:

Cameron Wickham

Executive Vice Chair and Chief Executive Officer

T: (905) 330-1602

E: corporate@spydercannabis.com

Item 9: Date of Report

August 30, 2021.

SCHEDULE "A"

(See attached.)

SPYDER CANNABIS ANNOUNCES INTENTION TO CONSOLIDATE ITS SHARE CAPITAL

Vaughan, Ontario – August 26, 2021 – Spyder Cannabis Inc. (“**Spyder**” or the “**Company**”) (TSX-V: SPDR), an established Canadian cannabis and vape retailer, is pleased to announce that its board of directors have approved a consolidation (the “**Consolidation**”) of the Company’s share capital on a one-for-five basis. The Consolidation was approved at the Company’s annual and special meeting of shareholders held on July 12, 2021.

The Company currently has 74,048,157 common shares (each a “**Common Share**”) outstanding and following completion of the Consolidation, the Company is expected to have approximately 14,809,631 Common Shares outstanding (subject to minor deviation as a result of the effects of rounding at the individual security holder level). No fractional Common Shares will be issued upon implementation of the Consolidation. In the event that the Consolidation would otherwise result in the issuance of a fractional share, such fraction will be rounded to the next lowest whole number of Common Shares.

The exercise or conversion price and the number of Common Shares issuable under any of the Company’s outstanding warrants and stock options will be proportionately adjusted to reflect the Consolidation in accordance with the respective terms thereof.

The Company will provide further details regarding the Consolidation, including the effective date, as soon as they become available. Completion of the Consolidation remains subject to the approval of the TSX Venture Exchange (the “**TSXV**”).

About Spyder Cannabis Inc.

Spyder is an established cannabis and vape retailer that owns and operates two licensed-dispensaries under the brand SPDR Cannabis in Ontario and 28 vape retail locations across Ontario under the retail brands 180 Smoke and Spyder Vapes. 180 Smoke is a leading omni-channel Canadian vape retailer with a strong e-commerce presence and over 230,000 registered customers across its B2C channel.

Cautionary Statements

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance of the Company. The use of any of the words “could”, “intend”, “expect”, “believe”, “will”, “may”, “projected”, “estimated” and similar expressions, and negatives thereto, 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 Company completing the Consolidation and the timing thereof. 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 parties. The material factors and assumptions include the Company completing the Consolidation and receiving all necessary regulatory and stock exchange approvals to complete the Consolidation. Forward-looking information necessarily involve known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such forward-looking statements. Such risks and factors include, but are not limited to, risk that the Company may not complete the Consolidation and may not receive all applicable regulatory and stock exchange approvals. The forward-looking information contained in this release is made as of the date hereof

and the parties are 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.

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

For further information, please contact:

Spyder Cannabis Inc.

Cameron Wickham

Executive Vice Chair and Chief Executive Officer

T: (905) 330-1602

E: corporate@spydercannabis.com