

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Sire Bioscience Inc. (the “**Company**”)
2500 Meadowpine Blvd., Unit 202
Mississauga, ON L5N 6C4

Item 2: Date of Material Change

April 6, 2020.

Item 3: News Release

News releases were issued and disseminated on April 3, 2020 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that it has entered into loan agreements (the “**Loan Agreements**”) with each of 1610896 Ontario Inc., a company owned and operated by Domenic Crudo, the CFO of the Company, Natural Lines Inc., a company owned and operated by Michael Lines, an Advisor to the Company and Layton Hipfner, the Master Grower of the Company (the “**Debtors**”) dated March 23, 2020, each for the principal sum of \$350,000 with an interest rate of 2% per annum (the “**Loan**”).

Item 5: Full Description of Material Change

The Company announced that it has entered into Loan Agreements with the Debtors dated March 23, 2020, each Loan is for the principal sum of \$350,000 with an interest rate of 2% per annum.

Pursuant to the Loan Agreements and subject to regulatory approval, the Company has agreed to issue up to 7,000,000 common shares (the “**Shares**”) of the Company at a deemed price of \$0.05 per Share to each Debtor in accordance with section 4 Lock-Up of the Loan Agreements, in addition to repaying each Debtor the principal amount plus accrued interest of each Loan in four annual installments, as set out in section 3 of each Loan Agreement.

The Shares issued are subject to a statutory 4 month hold period.

The issuance of the Shares pursuant to the Loan Agreements are related party transactions (as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The Company relied upon the “Issuer Not Listed on Specified Markets” and “Fair Market Value Not More Than \$2,500,000” exemptions from the formal valuation and minority shareholder approval requirements, respectively, under MI 61-101.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

Brian Polla, CEO and COO
E: ir@sirebioscience.com

Item 9: Date of Report

April 6, 2020.