

**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

March 12, 2021.

Item 3: News Release

A news release was disseminated on March 15, 2021 and filed on SEDAR.

Item 4: Summary of Material Changes

The Company completed the acquisition (the “**Transaction**”) of PlantFuel, Inc. (“**PlantFuel**”) and a concurrent non-brokered private placement of common shares. In addition, Mr. Wally Rudensky was appointed to the board of directors of the Company.

Item 5: Full Description of Material Change

5.1 – Full Description of Material Change

The Company completed the acquisition of all of the outstanding securities of Plantfuel, issuing an aggregate of 65,000,000 common shares (the “**Consideration Shares**”) of the Company as consideration. The Consideration Shares are restricted from trading for the periods and in the amounts as follows: 10% of the Consideration Shares were released on closing, 30% three months from closing, 30% six months from closing, and 30% twelve months from closing.

Pursuant to the terms of the Transaction, Mr. Wally Rudensky has been appointed to the board of directors of the Company, and as Chairman of the Audit Committee.

Concurrently with, and as a condition to the completion of the Transaction, the Company completed a non-brokered private placement of common shares (the “**Private Placement Shares**”) for aggregate gross proceeds of \$3,514,100.10 at \$0.15 per share (the “**Private Placement**”).

The Company paid cash finder’s fees to certain registered dealers of up to 6% of the proceeds derived from subscriptions introduced to the Company under the Private Placement. The Private Placement Shares are subject to a statutory hold period until the date that is four months and one day from the date of issuance.

5.2 – Disclosure for Restructuring Transactions

Not applicable.

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
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Item 9: Date of Report

March 22, 2021.