

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

Item 1. Name and Address of Company

PeakBirch Logic Inc. (“**PeakBirch**” or the “**Company**”)
400 - 837 West Hastings Street, Vancouver, British Columbia
V6C 3N6

Item 2. Date of Material Change

September 8, 2020

Item 3. News Release

On September 8, 2020, PeakBirch issued a press release with respect to the material change described below.

Item 4. Summary of Material Change

On September 8, 2020, PeakBirch completed (the “**Closing**”) the business combination (the “**Transaction**”) among Lifted Innovations Inc. (“**Lifted**”), Canndora Delivery Ltd. (“**Canndora**”), Greeny Collaboration Group (Canada) Inc. (“**Greeny**”) and Kootenay Zinc Corp. to form PeakBirch Logic Inc. as well as a unit financing (the “**Financing**”) for gross proceeds of \$1,500,000. PeakBirch will continue as a combination of the businesses of Lifted, Greeny and Canndora as a company that specializes in e-commerce sales and delivery of cannabis-related products and CBD-containing products.

Item 5. Full Description of Material Change

On September 8, 2020, PeakBirch completed the Transaction among Lifted, Canndora, Greeny and Kootenay to form PeakBirch Logic Inc. and the Financing. PeakBirch will continue as a combination of the businesses of Lifted, Greeny and Canndora as a company that specializes in e-commerce sales and delivery of cannabis-related products and CBD-containing products. It is expected that the Transaction will provide the opportunity for the business of Lifted, Greeny and Canndora to be operated together for mutual strategic benefit.

PeakBirch has filed a listing statement in respect of the listing of the common shares of PeakBirch (“**PeakBirch Shares**”) dated September 8, 2020 and the Canadian Securities Exchange (“**CSE**”) has provided, in its bulletin dated September 8, 2020 (the “**CSE Bulletin**”), approval of the listing of the PeakBirch Shares and confirmation that trading of the PeakBirch Shares resumed on the CSE on September 10, 2020 under the symbol “PKB”.

Equity Financing Raises \$1,500,000

The Financing consisted of 1,304,348 units (each, a “**Unit**”) at a price of \$1.15 per Unit for gross proceeds of \$1,500,000. Each Unit consisted of one PeakBirch Share and one warrant to acquire one additional PeakBirch Share at a price of \$1.40 per share for a period of 3 years from the Closing. The Financing was completed through the issuance of securities of Canndora, which were exchanged for the Units on Closing.

Reverse Take-Over by Lifted, Canndora and Greeny

The take-over bid of the common shares of Lifted (“**Lifted Shares**”) previously announced by the Company was completed as part of the Closing, at which time 63,545,479 Lifted Shares (representing 98.5% of Lifted Shares) and 3,750,000 options for Lifted Shares (“**Lifted Options**”) (representing 100% of Lifted Options) were taken up and paid for through the issuance of one PeakBirch Share for each Lifted Share taken up, and one PeakBirch Share option (“**PeakBirch Option**”) for each Lifted Option taken up. Former holders of Lifted Shares were issued an aggregate of 63,545,479 PeakBirch

Shares, representing 68.36% of the issued and outstanding PeakBirch Shares and former holders of Lifted Options were issued 3,750,000 PeakBirch Options. PeakBirch has entered into an agreement with the holder of the remaining Lifted Shares to purchase such Lifted Shares such that following the completion of such purchase Lifted will be a wholly-owned subsidiary of PeakBirch (the “**Purchase and Sale**”).

Pursuant to business combination agreements in respect of Canndora and Greeny (the “**Business Combination Agreements**”), PeakBirch acquired Canndora and Greeny, and at Closing former holders of common shares of Canndora were issued an aggregate of 18,260,870 PeakBirch Shares (which does not include any Canndora shares which were exchanged for PeakBirch Shares pursuant to the Financing) and former holders of common shares of Greeny received 9,116,131 PeakBirch Shares. Outstanding options of Greeny were exchanged on a *pro rata* basis for PeakBirch Options, and common share purchase warrants of Greeny were exchange on a pro rata basis for warrants to acquire PeakBirch Shares (“**PeakBirch Warrants**”).

After the Closing, including the Financing and payment for all deposited Lifted Shares and Lifted Options, PeakBirch has 92,952,232 issued and outstanding PeakBirch Shares, 1,873,071 PeakBirch Warrants and 4,410,244 PeakBirch Options.

The PeakBirch Shares issued pursuant to former holders of Lifted Shares and Greeny shares, and the Purchase and Sale, are subject to a contractual hold period of four months plus a day from the Closing.

Following the Closing, certain holders of securities of PeakBirch were required to deposit securities owned or controlled by them into escrow pursuant to the policies of the CSE and applicable securities laws.

Kootenay Consolidation and Shares for Debt Issuance

Immediately prior to the Closing, Kootenay completed a 23-to-1 share consolidation (the “**Consolidation**”) to reduce the number of issued and outstanding common shares from 14,964,324 pre-consolidated common shares to 650,623 PeakBirch Shares. After the Consolidation, PeakBirch issued 24,782 PeakBirch Shares at a deemed price of \$1.15 per PeakBirch Share for outstanding debt of \$28,499.

Changes to Management and Board of Directors

Effective September 8, 2020, Von Torres resigned as Interim Chief Executive Officer, Interim Chief Financial Officer and a director of PeakBirch. Concurrently with Closing, the PeakBirch board of directors was reconstituted to be the following: Marc Mulvaney (who has also been appointed to serve as Chief Executive Officer of PeakBirch), Usama Chaudhry (who has also been appointed to serve as Chief Financial Officer of PeakBirch), Ricardo De Barros, and Kang Yau. Sean Duncombe was appointed as Chief Operating Officer of PeakBirch.

Trading Halt

Trading in PeakBirch Shares was halted on May 19, 2020 in accordance with the policies of the CSE and remained halted until trading of the PeakBirch Shares resumed on September 10, 2020, as set out in the CSE Bulletin.

About PeakBirch

The business of PeakBirch is continuing as a combination of the businesses of Lifted, Canndora and Greeny.

PeakBirch is a multi-brand management company providing services & related products to the cannabis industry that believes its strong focus on and investment in marketing, brand, education to help customers make sound purchasing decision, strategic brand partnerships, and a delivery software technology will create a business with the potential to generate a significant and sustained return on invested capital over the long-term.

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

Not applicable.

Item 7. Omitted Information

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

Item 8. Executive Officer

Executive Officer: Marc Mulvaney
Chief Executive Officer
Telephone: 725-218-3097
Email: marc@peakbirch.com

Item 9. Date of Report

September 17, 2020