

MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company:

GreenSpace Brands Inc. (“GreenSpace”)
178 St. George Street
Toronto, Ontario
M5R 2M7

ITEM 2 Date of Material Change:

October 19, 2015

ITEM 3 News Release:

A news release disclosing a material change was disseminated by GreenSpace on October 19, 2015 through Marketwired and was filed on SEDAR. A copy of the news release is attached hereto as Schedule “A”.

ITEM 4 Summary of Material Change:

On October 19, 2015 GreenSpace completed the acquisition of Love Child (Brands) Inc. (“Love Child”) and closed the first tranche (the “First Tranche”) of a private placement (the “Private Placement”).

ITEM 5 Full Description of Material Change:

The aggregate purchase price for Love Child was approximately \$6 million, payable by way of \$2,100,000 cash, \$900,000 vendor-take back notes, 1,190,476 common shares of GreenSpace (“Common Shares”) and earn-out warrants exercisable for up to 714,286 Common Shares at a price of \$1.05 per Common Share, vesting in approximately two years if certain gross revenue targets are reached. Certain of the vendors are also entitled to earn-out shares valued at up to \$750,000, to be issued in approximately two years, if gross revenue targets are reached, the issue price per share to be determined at the time of public dissemination of such financial information. In conjunction with the issuance of the vendor-take back notes, warrants exercisable for a total of 225,000 Common Shares were issued, exercisable for one year at a price of \$1.00.

In conjunction with the closing of the Private Placement, GreenSpace has issued 1,010,456 units (the “Units”) at a price of \$1.05 per Unit for aggregate gross proceeds of approximately \$1,060,976. Each Unit consists of one Common Share and one quarter of one Common Share purchase warrant (each, a “Warrant”). Each Warrant entitles the holder to purchase one Common Share at a price of \$1.20 for a period of 24 months from issuance. Finders fees of up to 9% cash were payable on certain of the subscriptions received and a total of 20,556 finders warrants, having the same terms and conditions as the Warrants, became issuable in conjunction with the closing of the First Tranche.

Please see news release attached hereto as Schedule "A" and press release dated October 19, 2015 for further details.

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

N/A

ITEM 7 Omitted Information:

N/A

ITEM 8 Executive Officer:

Mathew Walsh, Chief Financial Officer
Telephone: (647) 406-9144

ITEM 9 Date of Report:

October 29, 2015

Schedule "A"



FOR IMMEDIATE RELEASE

GREENSPACE BRANDS ANNOUNCES ACQUISITION OF LOVE CHILD AND CLOSING OF FIRST TRANCHE OF PRIVATE PLACEMENT

TORONTO, October 19, 2015 – GreenSpace Brands Inc. ("GreenSpace") (TSXV: JTR), is pleased to announce that it has completed the acquisition of Love Child (Brands) Inc. ("Love Child") and closed the first tranche (the "First Tranche") of its previously announced private placement (the "Private Placement").

The aggregate purchase price for Love Child was approximately \$6 million, payable by way of \$2,100,000 cash, \$900,000 vendor-take back notes, 1,190,476 common shares of GreenSpace ("Common Shares") and earn-out warrants exercisable for up to 714,286 Common Shares at a price of \$1.05 per Common Share, vesting in approximately 2 years if certain gross revenue targets are reached. Certain of the vendors are also entitled to earn-out shares valued at up to \$750,000, to be issued in approximately two years, if gross revenue targets are reached, the issue price per share to be determined at the time of public dissemination of such financial information. In conjunction with the issuance of the vendor-take back notes, warrants exercisable for a total of 225,000 Common Shares were issued, exercisable for one year at a price of \$1.00. The vendor-take back notes were issued in lieu of the second-rank term loan described in GreenSpace's press release dated September 15, 2015, which GreenSpace will not be proceeding with, and are secured against the assets of GreenSpace and Love Child, with a payout date one year from closing, subject to early repayment at GreenSpace's election.

Mr. Matthew von Teichman, Chief Executive Officer of GreenSpace, commented: "The acquisition of Love Child is transformative for GreenSpace. We have more than doubled our size on a basis that we expect to be immediately and highly accretive to GreenSpace. We anticipate seeing an immediate increase in our revenues due to this acquisition. Moreover, we have proven our concept of sourcing, funding, and executing on the acquisition of other value-add natural food companies on an accretive basis within just six months of completing our qualifying transaction. We are pleased to welcome the Love Child team to GreenSpace and look forward to working with them."

GreenSpace is also pleased to announce that, in conjunction with the closing of the Private Placement, it has issued 1,010,456 units (the "Units") at a price of \$1.05 per Unit for aggregate gross proceeds of approximately \$1,060,976. Each Unit consists of one Common Share and one quarter of one Common Share purchase warrant (each, a "Warrant"). Each Warrant entitles the holder to purchase one Common Share at a price of \$1.20 for a period of 24 months from issuance.

The proceeds of the First Tranche were used for the acquisition of Love Child. All securities issued pursuant to the First Tranche are subject to a hold period of four months and one day in accordance with applicable

Canadian securities laws. The Company may complete one or more further tranche(s) under the Private Placement in the near future, pursuant to which up to an additional 894,306 Units may be sold, to raise combined gross proceeds of up to \$2,000,000. Further proceeds will be used for general working capital purposes. Finders fees of up to 9% cash were payable on certain of the subscriptions received and a total of 20,556 finders warrants, having the same terms and conditions as the Warrants, became issuable in conjunction with the closing of the First Tranche. The Private Placement is subject to the final approval of the TSX Venture Exchange (the "TSXV").

Further details on Love Child (Brands) Inc. can be found in GreenSpace's press releases dated September 15, 2015 available at www.SEDAR.com.

About GreenSpace Brands

GreenSpace is a Canadian-based brand ideation team that develops, markets and sells premium natural food products to consumers across Canada. GreenSpace owns Rolling Meadow Dairy, Canada's first grass fed dairy product line that has built upon the founding values of Greenspace's original brand, Life Choices. Life Choices features premium convenience meat products made with grass fed and pasture raised meats without the use of added hormones and antibiotics. GreenSpace also owns Holistic Choice, a premium natural pet food line and Nudge, a line of family favorite foods made better and Love Child, producer of 100% organic food for infants and toddlers. All brands are wholly owned and retail in a variety of natural and mass retail grocery locations across Canada. For more information, visit www.greenspacebrands.ca. GreenSpace's filings are available at www.SEDAR.com.

Forward Looking Information

Certain statements in this press release may constitute forward-looking statements within the meaning of applicable securities laws. Forward-looking statements include, but are not limited to, statements concerning the completion of the transactions described herein and results of the completion of the transaction. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "should", "plans" or "continue", or similar expressions suggesting future outcomes or events. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements including, without limitation, the risks that: (1) the transactions may not be completed for any reason whatsoever, including that regulators may not approve the transactions; (2) the closing may not occur as scheduled or at all; and (3) GreenSpace may not achieve the results currently anticipated. Although GreenSpace believes that the expectations reflected in its forward-looking information are reasonable, undue reliance should not be placed on forward-looking information because GreenSpace can give no assurance that such expectations will prove to be correct. Details of the risk factors relating to GreenSpace and its business are discussed under the heading "Risks and Uncertainties" in GreenSpace's annual management discussion and analysis dated August 27, 2015, a copy of which is available on GreenSpace's SEDAR profile at www.sedar.com. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which have been used. Forward-looking information is based on current expectations, estimates and projections that involve a number of risks and uncertainties which could cause actual results to differ materially from those anticipated by GreenSpace and described in the forward-looking information. The forward-looking information contained in this press release is made as of the date hereof and GreenSpace undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new

information, future events or otherwise, unless required by applicable securities laws. The forward looking information contained in this press release is expressly qualified by this cautionary statement.

Neither the TSX Venture Exchange nor its regulation services provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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