Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

GreenSpace Brands Inc. ("**GreenSpace**" or the "**Company**")
176 St. George Street
Toronto, Ontario
M5R 2M7

Item 2. Date of Material Change

December 23, 2020

Item 3. News Release

A news release was disseminated on December 23, 2020, through Cision and subsequently filed on SEDAR.

Item 4. Summary of Material Changes

On December 23, 2020, the Company completed a brokered private placement (the "**Offering**") made through a syndicate of agents. The Offering consisted of 150,000,000 units ("**Units**") for gross proceeds of $7,500,000. Each Unit consists of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase one common share at a price of $0.08 for a period of two years from the date of issuance, subject to accelerated expiry in certain circumstances.

PenderFund Capital Management Ltd. ("**PenderFund**"), an insider and control person of the Company, subscribed for 80,000,000 Units under the Offering for gross proceeds of $4,000,000. The issuances of Units to insiders pursuant to the Offering are considered related party transactions within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("**MI 61-101**").

The Company relied on exemptions from the formal valuation and minority approval requirements in sections 5.5(b) and 5.7(g) of MI 61-101 in respect of the insider participation on the basis of financial hardship. The Company meets the requirements set out in section 5.5(b) of MI 61-101 because the Common Shares are only traded on the facilities of the TSX Venture Exchange. The Company meets the requirements set out in section 5.7(g) of MI 61-101 based on the board of directors of the Company, acting in good faith, having determined, and the Company's independent directors, acting in good faith, unanimously having determined that the Company is in serious financial difficulty with limited alternatives, that the Offering (including PenderFund's participation thereunder) is designed to improve the Company's financial position (including its working capital position), that the terms of the Offering are reasonable in the Company's circumstances, that the Company's need for financing is immediate, and that the Offering is fair to, and in the best interest of, the shareholders of the Company.

Tracy Tidy and Paul Henderson, directors of the Company, are not independent and, as such, declared their respective interests to the board of directors of the Company in connection with the Offering and abstained from voting in respect of the resolution to approve the Offering.

In accordance with applicable Canadian securities law, the securities issued pursuant to the Offering are subject to a four month and one day hold period expiring April 24, 2021.

Item 5. Full Description of Material Change

The attached news release, which is filed on SEDAR, provides a full description of the material change.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Jan Faryaszewski
Chief Financial Officer
Telephone: (416) 934-5034

Item 9. Date of Report

December 30, 2020

Greenspace Closes Private Placement

TSXV: JTR
www.greenspacebrands.ca
(all amounts in Canadian dollars unless otherwise noted)

TORONTO, Dec. 23, 2020 /CNW/ - GreenSpace Brands Inc. (the "**Company**" or "**GreenSpace**") (TSXV: JTR) is pleased to announce that it has closed its previously announced private placement financing of 150,000,000 units (the "**Units**") of the Company at a price of $0.05 per Unit (the "**Offering Price**") for gross proceeds of $7,500,000 (the "**Offering**"). The Company intends to use the net proceeds of the Offering for working capital and general corporate purposes.

Each Unit consists of one common share in the capital of the Company ("**Common Share**") and one Common Share purchase warrant (a "**Warrant**"). Each Warrant will be exercisable to acquire one Common Share (a "**Warrant Share**") at an exercise price of $0.08 (the "**Exercise Price**") per Warrant Share for a period of 24 months from the closing of the Offering (the "**Expiry Date**"), subject to acceleration provisions. If at any time between the date that is four months and one day from the closing of the Offering and the Expiry Date, the daily volume weighted average trading price of the Common Shares on the TSX Venture Exchange is greater than $0.15 for the preceding ten consecutive trading days, the Company has the option to accelerate the exercise of the Warrants at the Exercise Price by delivering a notice to holders of the Warrants (the "**Acceleration Notice**"). In such instance, the Warrants will be exercisable until not less than the 30th day following the delivery of the Acceleration Notice.

The Offering was made through a syndicate of agents led by PI Financial Corp., and including Canaccord Genuity Corp. and Richardson Wealth Limited (collectively, the "**Agents**"). In connection with the Offering, the Agents received, as compensation: (i) cash commission of $186,994; (ii) an aggregate of 3,345,000 Common Shares; (iii) an aggregate of 3,345,000 non-transferrable Warrants; and (iv) non-transferrable compensation options exercisable at any time between the date that is four months and one day from the closing of the Offering to 18 months from the closing of the Offering to acquire an aggregate of 7,084,880 Common Shares at the Offering Price.

All securities issued or issuable under the Offering will be subject to a statutory hold period lasting four months and one day following the closing of the Offering.

About GreenSpace

GreenSpace is a Canadian-based brand ideation team that develops, markets and sells premium natural food products to consumers across North America. GreenSpace owns Love Child, a producer of 100% organic food for infants and toddlers made with natural and nutritionally-rich ingredients, Central Roast, a clean snacking brand featuring a wide assortment of nut and seed mixes and GO VEGGIE, one of the leaders in the US plant-based dairy market. All brands are wholly-owned and retail in a variety of natural and mass retail grocery locations.

For more information, GreenSpace's filings are also available at www.SEDAR.com.

The securities being offered have not been, nor will they be, registered under the United States

Securities Act of 1933, as amended and may not be offered or sold In the United States or to, or for the account of benefit of, US persons absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

FORWARD-LOOKING STATEMENTS

Certain statements in this document, such as the intended use of the net proceeds of the Offering, constitute "forward-looking statements" or "forward-looking information" (collectively referred to herein as "forward-looking statements") within the meaning of applicable securities laws. Forward-looking statements include, but are not limited to, statements made concerning the Company's objectives, strategies to achieve those objectives, as well as statements with respect to management's beliefs, plans, estimates, and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. 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, and there can be no assurance that actual results will be consistent with these forward-looking statements. Factors that could cause such differences include general market conditions (including equity, commodity, foreign exchange and interest rate); increased funding costs and market volatility due to market illiquidity and competition for funding; operational outcomes; capital adequacy; the general business and economic conditions in the regions in which the Company operates; the ability of the Company to execute on key priorities; the ability to implement business strategies and pursue business opportunities; the failure of third parties to comply with their obligations to the Company or its affiliates; the impact of new and changes to, or application of, current laws and regulations; critical accounting estimates and changes to accounting standards, policies, and methods used by the Company; the occurrence of natural and unnatural catastrophic events and claims resulting from such events; and risks related to COVID-19 including various recommendations, orders and measures of governmental authorities to try to limit the pandemic, including travel restrictions, border closures, nonessential business closures, quarantines, self-isolations, shelters-in-place and social distancing, disruptions to markets, economic activity, financing, and supply chains, and a deterioration of general economic conditions including a possible national or global recession, and as described from time to time in the reports and disclosure documents filed by the Company with Canadian securities regulatory agencies and commissions. This list is not exhaustive of the factors that may impact the Company's forward-looking statements. These and other factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. As a result of the foregoing and other factors, no assurance can be given as to any such future results, levels of activity or achievements or levels of dividends and neither the Company nor any other person assumes responsibility for the accuracy and completeness of these forward-looking statements. The factors underlying current expectations are dynamic and subject to change. All forward-looking statements in this press release are qualified by these cautionary statements. The forward-looking statements contained herein are made as of the date of this press release, and except as required by applicable law, the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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.*

ADDITIONAL INFORMATION

Additional information is on SEDAR at www.sedar.com.

SOURCE GreenSpace Brands Inc.

View original content to download multimedia: http://www.newswire.ca/en/releases/archive/December2020/23/c3777.html

%SEDAR: 00034856E

For further information: Jan Faryaszewski, Chief Financial Officer, GreenSpace Brands Inc., Tel: (416) 934-5034

CO: GreenSpace Brands Inc.

CNW 17:01e 23-DEC-20