

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1. Name and Address of Company

Fiore Cannabis Ltd. (“**FIOR**” or the “**Company**”)
102, 1561 Sutherland Ave.
Kelowna, BC V1Y 5Y7

Item 2. Date of Material Change

December 22, 2020

Item 3. News Release

The news release attached hereto as Schedule “A” was disseminated on December 22, 2020 by Newsfile.

Item 4. Summary of Material Change

Fiore Cannabis Ltd. Closes Third Tranche of Debenture

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

See news release attached hereto as “Schedule A”.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Erik Anderson, President & CEO
Fiore Cannabis Ltd.

Item 9. Date of Report

December 22, 2020

FIOR News Release
December 22, 2020

THIS PRESS RELEASE IS NOT FOR PUBLICATION OR DISSEMINATION IN THE UNITED STATES, FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF UNITED STATES SECURITIES LAW

Fiore Cannabis Ltd. Closes Third Tranche of Debenture

Kelowna, British Columbia – December 22, 2020 – **Fiore Cannabis Ltd. (CSE:FIOR) (OTCQX:FIORF) (“Fiore” or the “Company”)**, a licensed multi-state cannabis cultivator, producer and retailer, confirms it has closed the third tranche of a non-brokered private placement of unsecured Debentures Units for gross proceeds of \$175,000. Each Debenture Unit consists of \$1,000 principal amount of 10% unsecured subordinated debentures (“**Debentures**”) and 2,000 common share purchase warrants of the Company (“**Warrants**”). The proceeds from the private placement will be used for general working capital purposes.

Each whole Warrant entitles the holder thereof to purchase one (1) common share of the Company at a price of \$0.15 per share, subject to adjustment in certain events, for a period of twenty-four (24) months. The Debentures mature on December 17, 2022 (“**Maturity Date**”). The Company has the right to extend the Maturity Date to forty-eight (48) months from the date of issuance, at its option. The Debentures bear interest at a rate of 10% per annum, payable semi-annually in arrears on the last day of June and December of each year, commencing on December 31, 2020.

The Company continues to raise additional capital for the fourth tranche of financing, which will be allocated for general corporate purposes and working capital. Fiore has the right to increase the size of the private placement up to 1,300 Debenture Units for a total of \$1.3 million CAD. The fourth tranche is expected to close on or before January 31, 2021.

About Fiore Cannabis Ltd.

Fiore Cannabis Ltd. (CSE:FIOR) (OTCQX:FIORF) is a publicly traded company that has been investing in the development of medical and recreational cannabis products since 2014. Fiore has expanded its operating portfolio to include cultivation, production and retail offerings in our key North American legal jurisdictions Nevada, California and British Columbia. For more information, please visit www.fiorecannabis.com

For Further Information:

Erik Anderson, President and CEO
1-877-438-5448 Ext. 713
eanderson@fiorecannabis.com

This press release is not an offer of securities of the Company for sale in the United States. The Common Shares of the Company have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and the Common Shares may not be offered or sold in the United States except pursuant to an applicable exemption from such registration. No public offering of securities is being made in the United States.

Cannabis Industry Involvement:

The Company owns marijuana licenses in California and Nevada. Marijuana is legal in each state; however, marijuana remains illegal under United States federal law and the approach to enforcement of U.S. federal law against marijuana is subject to change. Shareholders and investors need to be aware that federal enforcement actions could adversely affect their investments and that the Company's ability to support continuing U.S.-based operations and its access private and public capital could be materially adversely affected.

Forward-Looking Statements:

This news release contains forward-looking statements or information that relate to our current expectations and views of future events, including in respect of the closing of the fourth tranche, the use of proceeds, any extension of the Maturity Date and increases regarding the size of the Debenture offering. These statements relate to future events or future performance. Statements which are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, outlook, expectations or intentions regarding the future including words or phrases such as "anticipate", "objective", "may", "will", "might", "should", "could", "can", "intend", "expect", "believe", "estimate", "predict", "potential", "plan", "is designed to", "project", "continue", or similar expressions suggest future outcomes or the negative thereof or similar variations. Forward-looking statements may also include, among other things, statements about the future business strategy; expectations of obtaining licenses and permits; expectations regarding expenses, sales and operations; future customer concentration; anticipated cash needs and estimates regarding capital requirements and the need for additional financing; total processing capacity; the ability to anticipate the future needs of customers; plans for future products and enhancements of existing products; future growth strategy and growth rate; future intellectual property; changes in laws and regulations; regulatory approvals and other matters; and anticipated trends and challenges in the markets in which the Company may operate.

These forward-looking statements are based on the Company's current projections and expectations about future events and financial trends that management believes might affect its financial condition, results of operations, business strategy and financial needs, and on certain assumptions and analysis made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors management believes are appropriate.

Forward-looking information and statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information

and statements herein. Such factors include, among others: the risks and uncertainties identified in the Company's reports and filings with the applicable Canadian securities regulators. Although the Company believes that any forward-looking information and statements herein are reasonable, in light of the use of assumptions and the significant risks and uncertainties inherent in such information and statements, there can be no assurance that any such forward-looking information and statements will prove to be accurate, and accordingly readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance upon such forward-looking information and statements. Any forward-looking information and statements herein are made as of the date hereof, and except as required by applicable laws, the Company assumes no obligation and disclaims any intention to update or revise any forward-looking information and statements herein or to update the reasons that actual events or results could or do differ from those projected in any forward looking information and statements herein, whether as a result of new information, future events or results, or otherwise, except as required by applicable law.