

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

Item 1 – Name and Address of Company

Scythian Biosciences Corp. (the “**Company**”)
100 King Street West
Suite 5600
Toronto, Ontario, M5X 1C9

Item 2 – Date of Material Change

October 1, 2018

Item 3 – News Release

A news release disclosing the material change was issued by the Company on October 1, 2018 through the services of GlobeNewswire.

Item 4 – Summary of Material Change

On October 1, 2018, the Company announced its intention to commence a normal course issuer bid (“**NCIB**”), under which the Company may purchase up to 5% of its issued and outstanding common shares (the “**Shares**”). The NCIB is expected to commence on October 8, 2018. All Shares purchased under the NCIB will be purchased on the open market through the facilities of the Canadian Securities Exchange (the “**CSE**”) at prevailing market prices. Any Shares acquired by the Company under the NCIB will be cancelled. The Company intends to appoint Clarus Securities Inc. (“**Clarus**”) as its broker to conduct the NCIB on its behalf.

Item 5 – Full Description of Material Change

5.1 – Full Description of Material Change

On October 1, 2018, the Company announced its intention to commence the NCIB, under which the Company may purchase up to 2,451,861 of the Company’s Shares, representing approximately 5% of its issued and outstanding Shares as at October 1, 2018. The Company is commencing the NCIB because it believes that, from time to time, the market price of its Shares may not fully reflect the underlying value of the Company’s business and future prospects. The Company believes that, at such times, the repurchase of its Shares for cancellation represents an appropriate use of the Company’s financial resources and will enhance shareholder value.

The Company intends to appoint Clarus as its broker to conduct the NCIB on its behalf. The NCIB is expected to commence on October 8, 2018 and terminate on October 8, 2019, or an earlier date in the event that the number of Shares sought in the NCIB has been repurchased or if the Company feels that it is appropriate. All Shares purchased under the NCIB will be purchased on the open market through the facilities of the CSE. All purchases made under the NCIB will be at the prevailing CSE market price

for the Shares at the time of purchase. Shares acquired by the Company under the NCIB are being purchased for cancellation.

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

Peter Liabotis
Chief Financial Officer – (212) 729-9208

Item 9 – Date of Report

October 9, 2018