

**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**”)
PO Box 21012 RPO Orchard Park
Kelowna, BC V1Y 9N8

Item 2. Date of Material Change

February 23, 2022

Item 3. News Release

The news release attached hereto as Schedule “A” was disseminated on February 23, 2022, by Newsfile.

Item 4. Summary of Material Change

Fiore Cannabis Provides Guidance and Timing for Fourth Quarter and Full Year 2021 Results

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

February 23, 2022

Fiore Cannabis Provides Guidance and Timing for Fourth Quarter and Full Year 2021 Results

Cannabis company's continued focus on Nevada and California markets driving solid financial performance and generating consolidation opportunities

FIOR News Release

February 23, 2022

Kelowna, British Columbia and Las Vegas, Nevada — Fiore Cannabis (CSE:FIOR) (OTCQB:FIORF) (“Fiore” or the “Company”), a licensed multi-state cannabis cultivator, producer and retailer, today provided guidance on its revenue forecast for the fourth quarter and full year of 2021 based on preliminary results. The Company also shared a number of corporate updates.

GUIDANCE

For the three-month period ending December 31, 2021:

- Revenue is anticipated to be approximately C\$765,000, a 42% increase compared with C\$537,000 for the same period in 2020; and
- Gross profit is anticipated to be approximately C\$213,000, an 18% increase compared with C\$180,000 for the same period in 2020.

For the full year ending December 31, 2021:

- Revenue is anticipated to be approximately C\$3,563,000, a 62% increase compared with C\$2,195,000 in 2020; and
- Gross profit is anticipated to be approximately C\$711,000, a 2440% increase compared with C\$28,000 in 2020.

The preliminary estimated financial results for fourth quarter 2021 are subject to the completion of the Company's financial closing procedures. Fiore will provide investors with full financial results as part of its Financial Statements and Management's Discussion and Analysis for the fourth quarter and full year of 2021 which are expected to be issued before April 30, 2022.

CORPORATE UPDATES

The Company detailed recent corporate activities that are advancing the Company along its strategic growth path.

“We look forward to providing investors and those following the Company with additional detail on our financial performance and market position,” said Erik Anderson, President and CEO of Fiore Cannabis. “We have been running our business very effectively during a time of ongoing and escalating challenges for the entire cannabis space. This has also been a very active period for the Company as we find ways to increase revenues, unlock capital to grow our business in our core markets, and effectively manage our debt. In the backdrop to this, we have been in discussions with numerous parties to seek ways to consolidate and strengthen operations with a focus in the core western U.S. legal states.”

There is continued activity at the Apex cultivation and production facility in Las Vegas where Fiore has production of its flower and concentrates working optimally. Recently, the Company won its second

consecutive High Times Cannabis Cup in Nevada as its Wedding Pie strain earned third place in the Hybrid Flower Category. This is a second consecutive Cannabis Cup top-three finish for Fiore as the Company took home a first-place award at the previous event. The Wedding Pie strain was developed in-house by Fiore's genetics team and highlights the Company's focus on entirely organic growing methods.

The Company has a partner company at the Apex site working towards starting up its own growing operations parallel to Fiore's this year. Fiore's partnership with Allied Corp. (OTCQB:ALID) ("Allied"), which has an option to purchase a cannabis cultivation licence for the Apex site from Fiore upon U.S. federal legalization, has been moving ahead efficiently as the companies develop and install Allied's 9,000 square feet of modular cubes. Allied has the option to buy the licence from Fiore for US\$1.5 million as per an agreement signed in 2021. Fiore will be managing the selection of cannabis strains as well as the operation for Allied once it begins operating, which is anticipated for third quarter 2022.

The Company recently completed the sale of a parcel of land in Desert Hot Springs, California where it held two parcels of land approved for development with a potential of 40,000 square feet of cannabis cultivation and production space. The proceeds of US\$250,000 will be used to settle the Company's outstanding May 2019 convertible debenture.

Fiore also confirmed it has closed the sale of the Celistra asset in Celistra, British Columbia. The asset included 40 acres of land, two constructed buildings and a late-stage Health Canada Licence to Cultivate application. The final transaction enables Fiore to clean up its balance sheet by eliminating approximately C\$4.3 million of long-term liabilities, including a mortgage and other obligations.

Anderson noted that Fiore is optimistic about how the 2022 year looks for the business with its focus in key U.S. markets. "In Nevada, the cannabis market is strong which has generated the recent M&A activity. U.S. federal legalization efforts are continuing with both parties in Congress active on the file. We intend to keep our focus in the near term on cultivating Fiore's top-quality cannabis products and seeking out like-minded partners to align with where that makes our business stronger and can generate better returns for our investors."

About Fiore Cannabis

Fiore Cannabis Ltd. (CSE:FIOR) (OTCQB:FIORF) is a publicly traded company that has been investing in the development of recreational and medical cannabis products since 2014. The Company has expanded its operations to include cultivation, production and retail offerings in the key North American legal jurisdictions of Nevada and California. Fiore's portfolio of brands caters to diverse consumer and patient experiences, with brands and products that address recreational, medical, wellness as well as new consumer experience preferences. Current brands include Fiore Cannabis, Diamante Labs, Surfer and The Weekender. The Company operates retail cannabis outlets through its Green Leaf Wellness brand. For more information, please visit www.fiorecannabis.com.

For Further Information

Erik Anderson, President and CEO
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Cannabis Industry Involvement

The Company owns marijuana licenses in Nevada and California. 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 Information

This news release contains forward-looking statements or information that relate to our current expectations and views of future events, including in respect of future financial and operational performance, the magnitude of extract product sales, demand for Fiore's extract products, the involvement of the Company in managing certain aspects of Allied's facility at Apex, increasing margins for its products, the resiliency of the Nevada and California markets, the likelihood of the growth of retail sales and tourism as pandemic restrictions are relaxed or repealed, and the prospect of future returns for investors. 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. 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, risks and uncertainties related to the economic impacts of COVID-19 and vaccination programs across the U.S., future levels of tourism to Las Vegas, consumption rates for cannabis extracts, the success of future extract product launches and demand for such products, restrictions on air and other travel, the uncertainties regarding the development of future extract products, risks related to the manufacture of cannabis products for consumer consumption, risks related to manufacturing process itself, regulatory and other impediments for the legal sale of cannabis in the U.S., and risks related to the success of the arrangement between the Company and Allied. 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.

This press release contains future-oriented financial information and financial outlook information (collectively, "FOFI") about Fiore's prospective results of operations and production, all of which are subject to the same assumptions, risk factors, limitations, and qualifications as set forth in the above paragraphs. FOFI contained in this document was approved by management as of the date of this document and was provided for the purpose of providing further information about Fiore's future business operations. Fiore disclaims any intention or obligation to update or revise any FOFI contained in this document, whether as a result of new information, future events or otherwise, unless required pursuant to applicable law. Readers

are cautioned that the FOPI contained in this document should not be used for purposes other than for which it is disclosed herein. Revenue numbers disclosed are unaudited.