FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

MARICANN GROUP INC.
845 Harrington Court
Burlington, Ontario L7N 3P3

Item 2: Date of Material Change

April 28, 2017

Item 3: News Release

The news release announcing the material change was released on April 28, 2017, through Newsfile Corp. and subsequently filed on the System for Electronic Document Analysis and Retrieval. A copy of the press release is attached hereto.

Item 4: Summary of Material Change

Maricann Group Inc. ("**Maricann**" or the "**Company**") announced that as a low cost, greenhouse producer of medical cannabis with market leading technological differentiation, the Company has established a new subsidiary in Germany called Maricann GmbH, a company that is duly incorporated with offices located in the city of Munich.

This new subsidiary will help Maricann leverage opportunities in a large country that recently legalized medical cannabis. To that end, Maricann appointed five individuals to the Advisory Board of its subsidiary who will help the company grow in an expanding market for medical cannabis.

Item 5: Full Description of Material Change

Maricann Group Inc. ("**Maricann**" or the "**Company**") announced that as a low cost, greenhouse producer of medical cannabis with market leading technological differentiation, the Company has established a new subsidiary in Germany called Maricann GmbH, a company that is duly incorporated with offices located in the city of Munich.

This new subsidiary will help Maricann leverage opportunities in a large country that recently legalized medical cannabis. To that end, Maricann appointed five individuals to the Advisory Board of its subsidiary who will help the company grow in an expanding market for medical cannabis.

As subject matter experts, members of the Advisory Board will provide guidance to management on the German market place. They will also review annual plans and forecasts, and any explanations for significant deviations of the actual numbers to budget. Reviewing the subsidiary's staff structure on a regular basis and ensuring the business is conducted in accordance with the highest standards possible are also part of their responsibilities.

The five individuals on the Advisory Board of Maricann GmbH are as follows:

MEDICAL

Professor Dr. Markus Backmund MD, PhD **–** Chair of German Society of Addiction Medicine (Deutsche Gesellschaft für Suchtmedizin e.V.), Professor of Medicine Ludwig-Maximilians Universtät Munchen (LMU), Head of PIT (a treatment centre for addiction medicine, infectious diseases and Psychotherapy), Editor of the magazine Suchtmedizin (Journal of Addiction Medicine), President of the interdisciplinary congress of Addiction Medicine, Munich (800 Medical Doctors) and various other positions mainly relating to addiction research and drug and alcohol dependency.

PUBLIC POLICY

Birgit Homburger – Currently heading the Berlin office of the Deutsche Aktieninstitut e.V (an institute representing the interests of publicly traded companies, investors and banks), and senior advisor in an international executive search company. Ms. Homburger is the recent past chair of the Freie Demokratische Partei, (parliamentary group FDP), member of the Federal Coalition committee, member of the Bundestag up to 2013, Chairwoman of the FDP parliamentary group in the Bundestag, and leader of the parliamentary group with 93 members of the German Bundestag, responsible for over 110 staff. She holds a degree in public administration at the University of Constance.

LEGAL

Dr. Horst Schiessl – Member of the Board of the Dussmann Stifting and Independent Chair of the supervisory board of Baader Bank AG. Dr. Schiessl, founding partner of SSP Schwiessl, is a lawyer with over forty years of experience in consulting and advising larger German companies and family offices. He studied law and economics in Munich.

FINANCE & BUSINESS

Gerhard Müller – Past audit partner of Ernst and Young's German practice, responsible partner for the Technology, Media & Entertainment sector at Ernst & Young for the Germany, Switzerland, Austria (GSA) Region. A Certified Public Auditor and Tax consultant, Mr. Müller studied economics and English in Munich and Manchester (UK). He left Ernst & Young in 2013 and has been working in his own practice since then. Since July 1, 2013, Mr. Müller has also been deputy chairman of Habitat for Humanity in Germany.

INSURANCE, TECHNOLOGY

Hans Dendl – Past Chairman of AOK Health, Researcher at NASA Jet Propulsion Laboratory (JPL), and Lockheed Martin Aeronautical Research. Mr. Dendl is currently a lecturer at Ludwig-Maximilians Universtät Munchen (LMU) – MSc. He holds a degree from the Massachusetts Institute of Technology (MIT).

Please see the attached press release for more information.

Item 6: Reliance of subsection 7.1(2) of NI 51-102

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

For further information please contact:
Shawn Alexander, VP Investor Relations
Tel.: 844-627-4226

Item 9: Date of Report

May 2, 2017