FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Reporting Issuer:**

Cannabis One Holdings Inc. ("**CBIS**" or the "**Company**")
Suite 610 – 700 West Pender Street
Vancouver BC
V6C 1G8

2. **Date of Material Change:**

September 11, 2019

3. **News Release:**

A news release announcing the material change was issued on September 12, 2019 for distribution through Cision.

4. **Summary of Material Change:**

On September 12, 2019, CBIS announced that it had closed the second tranche of a non-brokered private placement of 787,500 subordinate voting units ("**SUB Units**") of the Company, priced at C$0.40 per SUB Unit for aggregate proceeds of approximately C$1.76 million (the "**Offering**")

5. **Full Description of Material Change:**

Pursuant to the Offering, CBIS issued 787,500 SUB Units for aggregate gross proceeds of approximately C$1.76 million. Each SUB Unit consists of one subordinate voting share of the Company (a "**SUB Share**") and one SUB Share purchase warrant (a "**SUB Warrant**") entitling the holder thereof to acquire one SUB Share at an exercise price of C$0.60 per SUB Share for a period of 24 months from the date of issuance,

All securities issued in connection with the Offering are subject to a four month and one day hold period from the date of issuance in accordance with applicable securities laws. The Company intends to use the net proceeds from the Offering to fund general working capital, assist in the closing of certain acquisitions, and fund the expansion of its Colorado and Washington operations.

6. **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102.**

Not applicable.

7. **Omitted Information:**

No information has been omitted.

8. **Executive Officers:**

Theresa Mohan
Chief Financial Officer

Telephone: 303-885-9254

9. Date of Report:

September 16, 2019

Forward-looking Information Cautionary Statement

Certain statements contained in this material change report constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "anticipate", "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the parties' current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially.

The forward-looking information contained in this report is made as of the date hereof and the parties are not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward looking information. The foregoing statements expressly qualify any forward-looking information contained herein. This material change report does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any State securities laws and may not be offered or sold within the United States or to persons in the United States (the "U.S.") unless registered under the U.S. Securities Act and applicable State securities laws or an exemption from such registration is available.

Unlike in Canada which has Federal legislation uniformly governing the cultivation, distribution, sale and possession of medical cannabis under the Cannabis Act (Federal), readers are cautioned that in the U.S., cannabis is largely regulated at the State level. To the knowledge of Cannabis One, there are to date a total of 33 states, plus the District of Columbia, that have legalized cannabis in some form. Notwithstanding the permissive regulatory environment of medical cannabis at the State level, cannabis continues to be categorized as a controlled substance under the Controlled Substances Act in the U.S. and as such, cannabis-related practices or activities, including without limitation, the manufacture, importation, possession, use or distribution of cannabis are illegal under U.S. Federal law. Strict compliance with State laws with respect to cannabis will neither absolve Cannabis One of liability under the U.S. Federal law, nor will it provide a defense to any Federal proceeding, which may be brought against Cannabis One. Any such proceedings brought against Cannabis One may adversely affect its operations and financial performance.