FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Tweed Marijuana Inc. (the "**Issuer**")
1 Hershey Drive
Smiths Falls, ON, K7A 0A8

Item 2 Date of Material Change

May 14, 2014

Item 3 News Release

A news release attached hereto as Schedule "A" was disseminated on May 14, 2014 by Canada Newswire.

Item 4 Summary of Material Change

On May 14, 2014 the Issuer closed its previously announced short form prospectus offering, on a "bought deal" basis, of 4,687,500 Common Shares (the "**Common Shares**") of the Issuer (the "**Offering**"). The Offering was completed by a syndicate of underwriters led by GMP Securities L.P. and including Jacob Securities Inc. at a price of $3.20 per Common Share.

Item 5 Full Description of Material Change

See the press release attached as Schedule "A" for further information.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102
N/A

Item 7 Omitted Information
N/A

Item 8 Executive Officer

Charles Rifici, President and Chief Executive Officer of the Issuer is knowledgeable about the material change described above. His business telephone number is 1-855-558-9333

Item 9 Date of Report

May 23, 2014

SCHEDULE "A"

TWEED MARIJUANA INC. CLOSES $15 MILLION BOUGHT DEAL FINANCING

THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICESOR DISSEMINATION IN THE UNITED STATES.

OTTAWA, May 14, 2014 - Tweed Marijuana Inc. ("Tweed") (TSXV: TWD), is pleased to announce that it has closed its previously announced short formprospectus offering, on a bought deal basis, of 4,687,500 common shares for aggregate gross proceeds of $15,000,000 (the "**Offering**"). The Offering was completed at a price of $3.20 per common share (the "**Offering Price**") by a syndicate of underwriters led by GMP Securities L.P. and including Jacob Securities Inc. (collectively, the "**Underwriters**").

Tweed has also granted the Underwriters an over-allotment option to purchase up to an additional 703,125 common shares at the Offering Price, exercisable in whole or in part, at any time on or prior to the date that is 30 days following the closing of the Offering. If this option is exercised in full, an additional $2,250,000 will be raised pursuant to the Offering and the aggregate gross proceeds of the Offering will be $17,250,000.

Tweed intends to use the net proceeds from the Offering primarily for facility expansion and general corporate purposes. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the United States Securities Act of 1933, as amended, and applicable U.S. state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Tweed Marijuana Inc.

Tweed Marijuana Inc. is a TSX Venture Exchange listed company. Its wholly owned subsidiary, Tweed Inc., is a licensed producer of medical marijuana in Canada. The principal activities of Tweed are the production and sale of marijuana out of its facility in Smiths Falls, Ontario as regulated by the *Marihuana for Medical Purposes Regulations*.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Notice regarding Forward Looking Statements

Statements regarding the over-allotment option, the proceeds that would be realized by Tweed if the over-allotment option is exercised and the proposed use of proceeds of the Offering are all forward-looking statements. The exercise of the over-allotment option is outside of Tweed's control and there can be no assurances that the over-allotment option will be exercised prior to its expiry. Tweed may re-allocate the net proceeds of the Offering from time to time, having consideration to its strategy relative to the market and other conditions in effect at the applicable time. For further information about Tweed's proposed use of proceeds and the risks associated with an investment in Tweed please refer to Tweed's final short form prospectus dated May 8, 2014 and filed at www.SEDAR.com. Tweed does not undertake an obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities legislation.

SOURCE Tweed Marijuana Inc.