# FORM 51-102F3
# Material Change Report

**Item 1** **Name and Address of Company**

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

**Item 2** **Date of Material Change**

March 17, 2015

**Item 3** **News Release**

News release attached as Schedule "A" was disseminated by newswire on March 17, 2015.

**Item 4** **Summary of Material Change**

The Issuer closed its previously announced bought deal public offering for gross proceeds of $20,000,160.

**Item 5** **Full Description of Material Change**

See news release attached as Schedule "A".

**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**

Bruce Linton Chief Executive Officer of the Issuer, is knowledgeable about the material change and this report. His business telephone number is 1-855-558-9333.

**Item 9** **Date of Report**

March 17, 2015

## SCHEDULE "A"

**Tweed Marijuana Inc. Closes $20 Million Bought Deal Financing**

SMITHS FALLS, ON, March 17, 2015 /CNW/ - Tweed Marijuana Inc. **("Tweed" or the "Company")** (TSXV: TWD), is pleased to announce that it has closed its previously announced short form prospectus offering, on a bought deal basis, of 9,302,400 common shares of the Company for aggregate gross proceeds of $20,000,160 (the "**Offering**"). The Offering was completed at a price of $2.15 per common share (the "**Offering Price**") by a syndicate of underwriters led by GMP Securities L.P. and including Dundee Securities Ltd. and M Partners Inc. (collectively, the "**Underwriters**").

Tweed has also granted the Underwriters an over-allotment option to purchase up to an additional 1,395,360 common shares of the Company 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 $ 3,000,024 will be raised pursuant to the Offering and the aggregate gross proceeds of the Offering will be $23,000,184.

Tweed intends to use the net proceeds from the Offering primarily for facility expansion, operational expenses and general working capital purposes including salaries, general maintenance, utilities, costs associated with regulatory compliance, and costs associated with client acquisition.

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.

To read a message from CEO and Chairman Bruce Linton to Tweed customers on the exciting things happening at Tweed, please click here.

**About Tweed Marijuana**

Tweed is Canada's first publicly traded medical marijuana company and the first geographically iversified producer with dual licenses under the Marihuana for Medical Purposes Regulations.

Through its wholly owned subsidiaries, Tweed Inc. and Tweed Farms Inc., the Company operates two state-of-the-art production facilities in Ontario and distributes marijuana across the country to Canadian patients managing a host of medical conditions.

The Company is dedicated to educating healthcare practitioners, providing consistent access to high quality medication, and furthering the public's understanding of how marijuana is used for medical purposes.

**Notice regarding Forward Looking Statements**

This news release contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Tweed or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Examples of such statements include statements regarding the use of proceeds from the Offering. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to: the ability to obtain any necessary financing; the economy generally; the yield from Tweed's marijuana growing operations; consumer interest in products; competition; regulation and anticipated and unanticipated costs and delays. Although Tweed has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect Tweed or its subsidiaries. Additional factors are noted under the heading "Risk Factors" in the Company's Management's Discussion and Analysis of the Financial Condition and Results of Operations for the three and twelve months ended December 31, 2014 and the Company's short form prospectus dated March 10, 2015, both of which are available at www.SEDAR.com. The forward-looking statements included in this news release are made as of the date of this news release and 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.



**For further information:**

Jordan Sinclair,
Communications Manager,
Jordan@tweed.com,
613-706-2185 ex 309;

Bruce Linton,
Chairman and CEO,
Bruce@tweed.com,
855-558-9333