FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. **Name and Address of Corporation**

48North Cannabis Corp. (formerly Kramer Capital Corp., the "**Company**")
76 Stafford Street, Suite 101
Toronto, Ontario
M6J 2S1

Item 2. **Date of Material Change**

June 5, 2018

Item 3. **News Release**

A news release with respect to the material change referred to in this report was issued by the Company and disseminated on June 5, 2018 through National and filed under the Company's profile on SEDAR at www.sedar.com.

Item 4. **Summary of Material Change**

The Company closed its previously announced acquisition 100% of the issued and outstanding securities of 2558107 Ontario Inc. (formerly 48North Cannabis Inc., "**48North PrivateCo**") by way of a "three-cornered" statutory amalgamation of 48North PrivateCo and a wholly-owned subsidiary of the Company (the "**Acquisition**"). The Company will carry on the medical cannabis business of 48North PrivateCo following completion of the Acquisition.

Immediately prior to the closing of the Acquisition, the Company completed a consolidation of its common shares (the "**Consolidation**") on the basis of two (2) pre-Consolidation common shares to one (1) post-Consolidation common share (each post-Consolidation common share, a "**Common Share**"), changed its name from "Kramer Capital Corp." to "48North Cannabis Corp.", and continued under the *Canada Business Corporations Act*.

The issued and outstanding common shares in the capital of 48North PrivateCo (the "**Target Shares**") were cancelled and replaced with Common Shares, on the basis that each Target Share entitled the holder thereof to receive one Common Share. Convertible securities of 48North PrivateCo will be exchanged for economically equivalent securities of the Company.

The Acquisition constitutes the Company's "Qualifying Transaction" within the meaning of the TSX Venture Exchange policies. .

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

Completion of Acquisition

Pursuant to an acquisition agreement dated February 28, 2018, the Company acquired 100% of the issued and outstanding securities of 48North PrivateCo. Each Target Share was cancelled and replaced with Common Shares, on the basis that each Target Share entitled the holder thereof to receive one Common Share. Convertible securities of 48North PrivateCo will be exchanged for economically equivalent securities of the Company.

In connection with the completion of the Acquisition, the Company changed its name from "Kramer Capital Corp." to "48North Cannabis Corp.", as the Company will carry on the medical cannabis business of 48North PrivateCo. Immediately prior to closing of the Acquisition, the Company consolidated its issued and outstanding common shares on a two to one basis (2:1).

In connection with the completion of the Acquisition, the Company continued under the *Canadian Business Corporations Act*.

Concurrent Financing

Pursuant to an underwriting agreement dated January 26, 2018 (the "**Underwriting Agreement**"), among the Company, 48North PrivateCo, and Eight Capital (the "**Underwriter**"), the Underwriter agreed to act as sole underwriter to arrange for a sale of 16,010 convertible debenture units (the "**Convertible Debenture Units**") at a price of $1,000 per Convertible Debenture Unit for aggregate gross proceeds of $16,010,000 (the "**Concurrent Financing**").

Pursuant to the Concurrent Financing, each Convertible Debenture Unit was comprised of one convertible debenture with a principal amount of $1,000 of 48North (each a "**Convertible Debenture**") and 556 warrants of 48North (each a "**Unit Warrant**").

Immediately prior to the completion of the Acquisition, the Convertible Debentures automatically converted into Common Shares at a price of $0.90 per Common Shares.

Each Unit Warrant entitles the holder thereof to acquire one Common Share at a price of $1.15 for a period of 24 months following the completion of the Acquisition.

Board of Directors

The board of directors of the Company consists of Alison Gordon, William J. Assini, Martin Cauchon, Anne Darche, Alain Dubuc, and James Gervais (the "**Board of Directors**"). Management of the Company consists of Alison Gordon (CEO), David Hackett (CFO), Kevin Helfand (COO) and Kristen Gauthier (VP, Marketing).

Listing

The Company has obtained final approval to list its common shares on the TSXV as a Tier 1 Industrial or Life Sciences Issuer. The common shares are expected to begin trading on the TSXV at the opening of markets on or about June 11, 2018 under the symbol "NRTH".

Item 5.2 **Disclosure of 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**

For further information, please contact:

Kevin Helfand, COO
Phone: 416.702.6746
Email: hello@48nrth.com

Item 9. **Date of Report**

June 5, 2018

DISCLAIMER & READER ADVISORY

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 "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 business of the Company is subject to a number of material risks and uncertainties, including integration risks following the Acquisition. Please refer to the Filing Statement of the Company and other SEDAR filings for further details. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the parties. The material factors and assumptions include the parties being able to obtain the necessary corporate, regulatory and other third parties approvals, and licensing and other risks associated with regulated ACMPR entities. The forward looking information contained in this release 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.