

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1. Name and Address of Company

Citation Growth Corp. ("CGRO" or the "Company")
102, 1561 Sutherland Ave.
Kelowna, BC V1Y 5Y7

Item 2. Date of Material Change

November 6, 2019

Item 3. News Release

The news release attached hereto as Schedule "A" was disseminated on November 6, 2019 by Newsfile.

Item 4. Summary of Material Change

The Company announced changes to the board of directors.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

See news release attached hereto as "Schedule A".

5.2 Disclosure for 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

Nilda Rivera, CFO & Corporate Secretary
Citation Growth Corp.

Item 9. Date of Report

November 6, 2019

Citation Growth Corp. Announces Changes to the Board of Directors

Kelowna, British Columbia--(Newsfile Corp. – November 6, 2019) - **Citation Growth Corp. (CSE: CGRO) (OTCQX: CGOTF) ("Citation" or the "Company")**, a licensed cannabis cultivator and producer, is pleased to announce that Mr. Alnoor Nathoo has joined the Company's board of directors. Mr. Nathoo brings with him a wealth of public and private company experience. Mr. Nathoo is principal of a privately held hotel development company which over the past two decades has developed and sold over 10 hotels across Canada. Prior to that, Mr. Nathoo was an investment advisor with Global Securities Corporation. Mr. Nathoo currently sits on the board of Softlab9 Software Solutions Inc.

To make room on the board for Mr. Nathoo, Mr. Raman Gill has resigned from the board of directors. The Company would like to thank Mr. Gill for his services and contributions to the Company.

Rahim Mohamed, Director & President of Citation commented, "We are very pleased to welcome Mr. Nathoo to the board of Citation. Mr. Nathoo was instrumental in funding ACC Enterprises privately and continued to support Citation since the closing of the merger with ACC. I look forward to working with Mr. Nathoo as we continue to focus on the high growth Nevada cannabis market through our cultivation and extraction assets in Pahrump and Las Vegas."

About Citation Growth Corp.

Citation Growth Corp. is a publicly traded company that has been investing in the medical and recreational cannabis space since 2014. Citation has rapidly expanded its operating portfolio to include cultivation, production, and dispensary locations in key North American state-legal jurisdictions and is seeking expansion opportunities worldwide.

For Further Information:

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Stock Exchanges:

Citation trades in Canada, under the ticker symbol "CGRO" on the CSE, and in the U.S., under the ticker symbol "CGOTF" on the OTCQX Best Market (the "OTCQX"). The Company also trades on other recognized platforms in Europe including Frankfurt, Stuttgart, Tradegate, L & S, Quotnx, Dusseldorf, Munich, and Berlin.

Neither the CSE nor its Regulation Services Provider, nor the OTCQX has approved nor disapproved the contents of this press release. Neither the CSE, nor the OTCQX accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements:

This news release contains forward-looking statements that relate to our current expectations and views of future events. These statements relate to future events or future performance. Statements which are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, outlook, expectations or intentions regarding the future including words or phrases such as "anticipate", "become", "objective", "may", "will", "might", "should", "could", "can", "intend", "expect", "believe", "estimate", "predict", "potential", "plan", "is designed to", "project", "continue", or similar expressions suggest future outcomes or the negative thereof or similar variations. Forward-looking statements may also include, among other things, statements about the Company's: future business strategy; operations and growth strategies; expectations of obtaining licenses and permits; expectations regarding expenses, sales and operations; future customer concentration; anticipated cash needs and estimates regarding capital requirements and the need for additional financing; ability to raise future financing; completion of all proposed site phases; the ability to expand into other states; expectations of operational efficiencies; total processing capacity; the ability to anticipate the future needs of customers; plans for future products and enhancements of existing products; future growth strategy and growth rate; future intellectual property; regulatory approvals and other matters; and anticipated trends and challenges in the markets in which the Company may operate.

Such forward-looking statements are subject to known and unknown risks, uncertainties and other important factors that may cause the actual results to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: business, economic and capital market conditions; the ability to manage the Company's operating expenses, which may adversely affect the Company's financial condition; the Company's ability to remain competitive; regulatory uncertainties; market conditions and the demand and pricing for our products; exchange rate fluctuations; security threats; the Company's relationships with its customers, distributors and business partners; the Company's ability to attract, retain and motivate qualified personnel; industry competition; the impact of technology changes on the Company's products and industry; the Company's ability to successfully maintain and enforce its intellectual property rights and defend third-party claims of infringement of their intellectual property rights; the impact of litigation that could materially and adversely affect our business; the Company's ability to manage its working capital; and the Company's dependence on key personnel. The Company is not a positive cash flow company and it may not actually achieve its plans, projections, or expectations (the Company has a history of losses).

Except as required by law, the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future event or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. Neither the Company nor any of its representatives make any representation or warranty, express or implied, as to the accuracy, sufficiency or completeness of the information in this news release.