

**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 29, 2019

Item 3. News Release

The news release attached hereto as Schedule “A” was disseminated on November 29, 2019 by Stockwatch.

Item 4. Summary of Material Change

The Company announced resignation of CFO and appointment of interim CFO.

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 29, 2019

Citation Growth Corp. Announces Resignation of CFO and appointment of Interim CFO

Kelowna, British Columbia - November 29, 2019 - **Citation Growth Corp. (CSE: CGRO) (OTCQX: CGOTF)** ("**Citation**" or the "**Company**"), a licensed cannabis cultivator and producer, announces that Ms. Nilda Rivera, the Company's Chief Financial Officer, has tendered her resignation effective November 30, 2019. Ms. Rivera, who joined the Company in April 2019, will work with the Company on an orderly transition. The Company has commenced its search for a new CFO.

Rahim Mohamed, President and Director, commented, "On behalf of the Board, I would like to sincerely thank Ms. Rivera for her contributions to the Company and wish her the best in her future endeavours."

The Board has appointed Rahim Mohamed, President, as Interim Chief Financial Officer while Citation completes its search for a permanent CFO.

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.