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

October 21, 2020

Item 3. News Release

The news release attached hereto as Schedule "A" was disseminated on October 21, 2020 by Newsfile.

Item 4. Summary of Material Change

Citation Growth Corp. announces LOI to establish supply agreement with Boaz Craft Cannabis

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

Erik Anderson, President & CEO
Citation Growth Corp.

Item 9. Date of Report

October 21, 2020

Citation Growth Corporation Announces LOI to Establish Supply Agreement with Boaz Craft Cannabis

CGRO News Release
October 21, 2020

Kelowna, British Columbia—Citation Growth Corp. (CSE:CGRO) (OTCQX:CGOTF) (“Citation” or “Company”), a licensed multi-state Cannabis cultivator, producer and retailer, is pleased to announce that it has executed a non-binding letter of intent dated October 19, 2020 (“LOI”) with Boaz Craft Cannabis based in Calgary, Alberta (the “Vendor”) to supply cannabis from its micro cultivation facility in Vernon, BC (Laughing Turtle Farms) in 2021 upon the closing of Laughing Turtle Farms definitive agreement.

“With Laughing Turtle Farms still a few months away from final Health Canada inspection, we felt it was important to establish our downstream retail partnerships well in advance of receiving our License to Cultivate,” explained Citation CEO, Erik Anderson. “Boaz Craft Cannabis is a well-respected brand and they align well with our goal of being a premium producer in Canada. We are very happy to partner with them to take our high-quality flower to market and look forward to having our two retail stores open in the Okanagan by mid-2021 to sell Boaz products, including our own.”

Operational synergies on both the cultivation and retail front have been identified and put into motion by Citation management. Citation’s team from their award-winning dispensary in Desert Hot Springs, California (Green Leaf Wellness) will work closely with management and the retail staff in BC to share best-practices and maximize profitability. Similarly, the grow teams at Laughing Turtle Farms have already begun collaborating with the cultivation and production team at Citation’s Apex facility in North Las Vegas; the sharing of expertise and growing methodologies has been very productive. The combined cross-border teams are working exceptionally well together and will continue to do so going forward.

About Citation Growth Corp.
Citation Growth Corp. (CSE:CGRO) (OTCQX:CGOTF) is a publicly traded company that has been investing in the development of medical and recreational cannabis products since 2014. Citation has expanded its operating portfolio to include cultivation, production and retail offerings in our key North American legal jurisdictions Nevada, California, Washington and British Columbia. For more information, please visit www.citationgrowth.com.

For Further Information:
Erik Anderson, President and CEO
1-877-438-5448 Ext. 713
eanderson@citationgrowth.com

Cannabis Industry Involvement:

The Company owns marijuana licenses in California and Nevada. Marijuana is legal in each state; however, marijuana remains illegal under United States federal law and the approach to enforcement of U.S. federal law against marijuana is subject to change. Shareholders and investors need to be aware that federal enforcement actions could adversely affect their investments and that the Company's ability to support continuing U.S.-based operations and its access private and public capital could be materially adversely affected.

Forward-Looking Statements:

This news release contains forward-looking statements or information 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", "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 future business strategy; 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; 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; changes in laws and regulations; regulatory approvals and other matters; and anticipated trends and challenges in the markets in which the Company may operate.