

**FORM 51-102F3
NATIONAL INSTRUMENT 51-102
MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102**

FILED VIA SEDAR

Item 1. Name and Address of Company

PharmaCan Capital Corp.
25 Adelaide Street East, Suite 1900
Toronto, Ontario
M5C 3A1

Item 2. Date of Material Change

Material change took place on November 6, 2015.

Item 3. News Release

On November 6, 2015, a news release in respect of the material change was released by a dedicated XHTML newsfeed through the facilities of Marketwired.

Item 4. Summary of Material Change

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

Item 5. Full Description of Material Change

A full description of the material change is contained under Item 4.

Item 6. Reliance on Section 7.1(2) of National Instrument 51-102

The report is not being filed in reliance on section 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Paul Rosen, President and CEO
(416) 504-0004

Item 9. Date of Report

November 6, 2015.

SCHEDULE "A"



November 6, 2015

TORONTO, ON, **PharmaCan Capital Corp. (TSXV:MJN)** ("PharmaCan" or the "Corporation")

**NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH
UNITED STATES NEWSWIRE SERVICES**

**PharmaCan notified of update on the closing of sale of shares of
Peace Naturals.**

TORONTO, November 6, 2015- PharmaCan Capital Corp. (TSX-V: MJN) ("PharmaCan" or the "Company") announces that the Barnes Family Trust ("BFT") has provided an update that the proposed sale of its shares in Peace Naturals is scheduled to close on November 25, 2015. Additionally PharmaCan has been notified that based on the formula called for in the Share Purchase Agreement the adjusted share price contemplated by this transaction is \$7.24 a share. PharmaCan has been provided with a new Notice of tag along rights, which must be responded to by November 23, 2015. PharmaCan owns 662,992 shares of Peace Naturals.

There is no assurance the sale will be completed which is subject to risks beyond the control of PharmaCan.

About PharmaCan Capital Corp.

PharmaCan is a company in the business of investing in companies either licensed, or actively seeking a license, to produce medical marihuana pursuant to Canada's MMPR. PharmaCan has a diversified portfolio of investments including investments in 5 of the 26 companies licensed by Health Canada to produce medical marihuana.

Investor & Media Relations

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.