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 3, 2015.

Item 3. **News Release**

On November 3, 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 3, 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

PhamaCan announces notice of exercising tag along rights to participate in the sale of all of its shares in Peace Naturals.

TORONTO, November 3, 2015- PharmaCan Capital Corp. (TSX-V: MJN) (“PharmaCan" or the “Company”) announces that is has served the Barnes Family Trust (“BFT”) with Notice that it will participate fully in the Share Purchase Agreement (“SPA”) that the BFT entered into for the sale of all of their shares in Peace Naturals (see press release dated October 9th, 2015). PharmaCan owns 662,992 shares of Peace Naturals. According to the SPA it is expected that the purchase price will be at or above $7.00 a share. Completion of the sale is subject to the approval of the TSX Venture. There is no assurance the sale will be completed. Completion is subject to risks beyond the control of PharmaCan including risks related to BFT, the BFT purchaser, Peace Naturals, market conditions and regulatory approvals.

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

Paul Rosen, PharmaCan Capital Corp.
Phone: (416) 504-0004
Email: info@pharmacancapital.com

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.