FORM 51-102F3

MATERIAL CHANGE REPORT
PURSUANT TO SECTION 7 OF NATIONAL INSTRUMENT 51-102

ITEM 1 REPORTING ISSUER

Can-Ameri Agri Co. Inc.
8338-120th Street
Surrey, BC V3W 3N4

ITEM 2 DATE OF MATERIAL CHANGE

April 21, 2016

ITEM 3 NEWS RELEASE

News Release closing this financing to any further subscribers was filed on SEDAR April 6, 2016 and disseminated through news@stockwatch.com, news@baystreet.com.

ITEM 4 SUMMARY OF MATERIAL CHANGE

Completion of non-brokered financing

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

Non-brokered Private Placement was closed on April 18, 2016 to any further subscribers. 2,580,342 common shares at a price of $0.06 CAD per unit (the "Units"). Each unit consists of one common share in the equity of the Company and one share purchase warrant (the "Warrant"). Each Warrant entitles the holder to purchase one additional common share of the Company at a price of $0.07 CAD per share for a period of five years.

The securities are subject to a statutory hold period.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 EXECUTIVE OFFICER

Rajen Janda CEO, Tel: 604 357 4764

ITEM 9 DATE OF REPORT

Dated at Surrey, B.C. this 2nd day of May, 2016