

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1. Name and Address of Company

National Access Cannabis Corp. (“NAC” or the “Corporation”)
1111 Wellington Street
Ottawa, ON K1Y 2Y6

Item 2. Date of Material Change

The material change occurred on April 9, 2018.

Item 3. News Release

A news release was disseminated on April 9, 2018 through the facilities of Canada Newswire.

Item 4. Summary of Material Change

NAC announced on April 9, 2018 that it acquired a 51% ownership stake in Cannabis Care Group Inc. (“CCG”), an entity that has established service agreements (“Service Agreements”) with over 40 pharmacies in Canada that provide turnkey cannabis program solutions for medical cannabis patients and, when legally permissible, in respect of on-site medical dispensing (the “Acquisition”). In connection with the Acquisition, CCG changed its name to National Access Cannabis Medical Inc. (“NACM”).

Item 5. 5.1 Full Description of Material Change

NAC announced on April 9, 2018 that the Acquisition was completed pursuant to a share purchase agreement (“Share Purchase Agreement”) entered into between NAC, 2627639 Ontario Inc. (“2627639”), 2627786 Ontario Inc. (“2627786”, and together with 2627639, the “Vendors”), pursuant to which NAC acquired 51% of NACM for an aggregate purchase price of \$4,040,000, payable to the Vendors through the issuance of common shares (the “NAC Shares”) in the capital of NAC. The Share Purchase Agreement provides that for a period of up to five years from April 9, 2018 (the “Closing Date”), the Vendors shall be entitled to receive up to \$6,080,000 of additional NAC Shares, which may be issuable to the Vendors as follows: (i) \$1,040,000 in the event 10,000 additional patients are assisted by NACM; and (ii) up to \$5,040,000 in the event new pharmacies or health care centres in Canada enter into Service Agreements with NACM such that the aggregate number of contracted pharmacies and health care centres with NACM is greater than 300. In connection with the Acquisition, NAC entered into a shareholders agreement with the Vendors, in respect of NACM.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

The name and business telephone number of an executive officer of NAC who is knowledgeable about the material change and who can be contacted is:

Mark Goliger
Chief Executive Officer
Telephone: 1 (800) 411-1126

Item 9. Date of Report

April 12, 2018

Forward-Looking Statements and Information and Cautionary Statements

This material change report contains forward looking statements and forward looking information within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward looking statements or information. Forward-looking statements and information in this material change report includes, but is not limited to, statements concerning future issuances of NAC Shares, the addition of new health care centres and pharmacies to the NACM network and the possibility and likelihood of future recreational cannabis legislation. Although the Corporation believes that the expectations and assumptions on which the forward looking statements and information are based are reasonable, undue reliance should not be placed on the forward looking statements and information because the Corporation cannot give any assurance that they will prove to be correct. Since forward looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results and developments may differ materially from those that are currently contemplated by these statements depending on, among other things, the risks of the failure to obtain final acceptance by the TSX Venture Exchange of the Acquisition, that NAC Share issuances dependent on certain milestones identified in the Share Purchase Agreement may not be achieved for any reason (including the failure to obtain the required approvals or clearances from regulatory authorities) and that legislation applicable to cannabis does not change. The statements in this material change report are made as of the date of this report. The forward-looking statements and information contained in this material change report are made as of the date hereof and the Corporation undertakes no obligation to update publicly or revise any forward looking statement or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.