

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Cannabis Growth Opportunity Corporation
240 Richmond Street West, Suite 4164
Toronto, Ontario
Canada M5V 1V6

Item 2 Date of Material Change

August 15, 2019 and August 26, 2019

Item 3 News Release

A news release in respect of the material change was issued and disseminated on September 3, 2019 through the facilities of CNW Group and was subsequently filed on SEDAR.

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 subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, please contact:

Jamie Blundell
President and Chief Operating Officer
Cannabis Growth Opportunity Corporation
Telephone: (647) 946-2462 Ext. 1002
Email: jblundell@cgocorp.com

Item 9 Date of Report

September 3, 2019

Schedule “A”

Cannabis Growth Opportunity Corporation Announces Sean Conacher as New Director and CEO

TORONTO, Sept. 3, 2019 /CNW/ - Cannabis Growth Opportunity Corporation ("CGOC", or the "Company") (CSE: CGOC), a cannabis-focused investment corporation with both public and private cannabis holdings, is pleased to announce the appointment of Sean Conacher as a Director and to act as Chief Executive Officer for the Company, effective immediately.

Mr. Conacher is currently the CEO and founder of GCI Corporation, a vertically integrated cannabis company with a platform that connects consumers to cannabis flower and cannabis culture, with existing or planned operations in each of the three supply chain steps – cultivation & production, distribution and retail. Mr. Conacher is an experienced CEO with a demonstrated history of working in the financial services and marketing sectors. He is skilled in entrepreneurship, venture capital, public and private equity, foreign exchange, options and asset management.

Gary Yeoman, Chairman of the Board commented, "Sean's experience within the cannabis sector and his extensive knowledge of capital markets will be a welcomed addition to an already solid team. Our original vision was to create a vehicle that would allow investors to partake in this new and burgeoning sector, while alleviating some of the volatility risk. We provide investors with a truly diversified portfolio of public and private cannabis companies across the cannabis value chain. We have seen some huge success within the portfolio and remain committed to increasing investor awareness of the CGOC story."

Jamie Blundell, President and Chief Operating Officer of CGOC commented, "With the continued metamorphosis of this young sector and the rapidly changing global environment for legalization we continue to believe in the strategy of the Company and the potential to provide our shareholders with significant returns. We are lucky to have Sean as part of the team given his capital markets and cannabis experience and look forward to providing our shareholders with updates as they become available."

About CGOC

CGOC is an investment corporation that offers unique global exposure to the emerging global cannabis sector. CGOC's main objective is to provide shareholders long-term total return through its actively managed portfolio of securities, both public and private, operating in, or that derive a portion of their revenue or earnings from products or services related to the cannabis industry.

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Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

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<http://www.prnewswire.com/news-releases/cannabis-growth-opportunity-corporation-announces-sean-conacher-as-new-director-and-ceo-300910345.html>

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For further information: please contact Cannabis Growth Opportunity Corporation: Jamie Blundell, President & COO, Tel: (647) 946-2462, Website: www.cgocorp.com, Investor Relations Email: info@cgocorp.com

CO: Cannabis Growth Opportunity Corporation

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