

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

1. Name and Address of Company

Cannabis Growth Opportunity Corporation (the “**Company**”)
240 Richmond Street West, Suite 4164
Toronto, ON, M5V 1V6

2. Date of Material Change

February 4, 2020

3. News Release

A news release disclosing the material change was released on February 5, 2020, through the facilities of CNW Group and filed on SEDAR.

4. Summary of Material Change

The Company provided a corporate update announcing the resignation of Brayden Sutton as a Director of the Company, and the resignation of Jamie Blundell as the Company’s President and Chief Operating Officer.

5. Full Description of Material Change

On February 5, 2020, the Company announced that the board of directors of the Company accepted the resignation of Brayden Sutton as a director of the Company, effective February 4, 2020. The Company also reported that its board of directors accepted the resignation of Jamie Blundell as the Company’s President and Chief Operating Officer, effective February 4, 2020, who will be transitioning into an operating role within the industry over the coming weeks. Mr. Blundell will continue to serve the Company as a director.

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

The report is not being filed on a confidential basis.

7. Omitted Information.

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

For further information, contact Sean Conacher, Chief Executive Officer of the Company, at (647) 946-2462.

9. **Date of Report.**

This report is dated at Toronto, this 11th day of February, 2020.