

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

ITEM 1. NAME AND ADDRESS OF ISSUER

CannAmerica Brands Corp. (the "Issuer")
16th Floor – 595 Burrard Street
Vancouver, B.C.
V7X 1L4

ITEM 2. DATE OF MATERIAL CHANGE

January 10, 2019

ITEM 3. NEWS RELEASE

Issued and distributed on January 10, 2019 through the facilities of CNW and filed on the System for Electronic Document Analysis and Retrieval (SEDAR).

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer announced the completion of the first tranche of its previously announced brokered private placement through the issuance of 2,662,326 units of the Issuer for gross proceeds of \$1,597,395.60.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Please see the news release attached as Schedule "A" for a full description of the material change.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

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

Not applicable.

ITEM 7. OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

Contact: Jon Morrison, Chief Financial Officer
Telephone: (604) 512-2959

ITEM 9. DATE OF REPORT

January 16, 2019

Schedule "A"

[See attached]



CANNAMERICA ANNOUNCES THE CLOSING OF THE FIRST TRANCHE OF ITS BROKERED PRIVATE PLACEMENT

VANCOUVER, January 10, 2019 – CANNAMERICA BRANDS CORP. ("CannAmerica" or the "Company") (CSE: CANA) (OTCQB: CNNXF) announces that it has repriced its brokered private placement previously announced on November 20, 2018 (the "Offering") to now consist of up to 16,666,666 units of the Company ("Units") at an issue price of \$0.60 per Unit (the "Offering Price") for gross proceeds of up to \$10,000,000.

Each Unit consists of one common share of the Company and one common share purchase warrant (a "Warrant"). Each Warrant will be exercisable to acquire one common share of the Company for a period of 24 months from the date of issuance of such Warrants at an exercise price of C\$0.80 per share, subject to early expiration in certain circumstances.

The Company is also pleased to announce the closing of the first tranche of the Offering (the "First Tranche"), pursuant to which the Company has issued 2,662,326 Units for gross proceeds of \$1,597,397. In connection with the closing of the First Tranche, the Company has issued to Canaccord Genuity Corp., Gravitas Securities Inc., PI Financial Corp., Richardson GMP Ltd. and INFOR Financial Inc. (together, the "Agents") an aggregate of: (i) \$87,497 in cash; (ii) 145,827 warrants (the "Broker Warrants"); and (iii) a corporate finance fee equal to 106,493 Units.

Each Broker Warrant will be exercisable at any time prior to the date that is 24 months from the date of issue to acquire one Unit (a "Broker Unit") at the Offering Price. Each Broker Unit will consist of one common share in the capital of the Company and one common share purchase warrant (a "Broker Unit Warrant"). Each Broker Unit Warrant will be exercisable to acquire one common share in the capital of the Company for a period of 24 months following the date of issue at an exercise price of \$0.80 per share, subject to adjustment in certain events.

The Company intends to use the net proceeds from the closing of the First Tranche for capital expenditures for the launch of a major brand acquisition strategy to expand the Company's portfolio of brands as well as working capital and general corporate purposes.

The Offering will be completed in multiple future tranches, with the final tranche expected to close on a date as mutually agreed upon by the Company and Agents. All securities issued pursuant to the Offering, including the securities issued upon the closing of the First Tranche, will be subject to a four-month hold period in accordance with applicable Canadian securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to or for the account or benefit of U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

For more information, please visit www.cannamericabrands.com

On Behalf of the Board,



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CEO and Director
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Grasslands: A Journalism-Minded Agency
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About CannAmerica Brands Corp.

CannAmerica Brands is a U.S. marine veteran founded and operated portfolio of cannabis brands with licensing agreements in the states of Colorado, Nevada and Maryland. The Company aims to maximize the value of its brands by employing strong brand management teams, marketing and licensing the brands through various distribution channels, including dispensaries, wholesalers and distributors, in the United States and internationally. The Company's core strategy is to enhance and monetize the global reach of its existing brands, and to pursue additional strategic acquisitions to grow the scope and diversity of its brand portfolio.

Cautionary Note Regarding Forward-Looking Statements: This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws or forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. All statements in this news release, other than statements of historical facts, including statements regarding timing and completion of the future tranches of the Offering and the use of proceeds thereof, are forward-looking statements and contain forward-looking information. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". Forward-looking statements are based on certain material assumptions and analysis made by the Company and the opinions and estimates of management as of the date of this press release, including that the Company will be successful in completing the future tranches of the Offering and in the timeframe currently contemplated. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. Important factors that may cause actual results to vary, include, without limitation, the Company will be unable to obtain the necessary approvals to complete the future tranches of the Offering or to complete the future tranches of the Offering on the terms and conditions as anticipated by management. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws.



Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.