

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

Academy Exploration Limited (the "Company")  
1 Adelaide Street East, Unit 801  
Toronto, Ontario  
M5C 2V9

**Item 2 Date of Material Change**

July 26, 2018

**Item 3 News Release**

A news release was issued and disseminated on July 26, 2018 and filed on SEDAR at [www.sedar.com](http://www.sedar.com), a copy of which is attached hereto as Schedule "A".

**Item 4 Summary of Material Change**

Academy Explorations Limited (“**Academy**” or the “**Company**”) has entered into a letter of intent (the “**LOI**”) dated July 26, 2018 with Colorado-based Dixie Brands, Inc. (“**Dixie**”) whereby the parties will complete a business combination by way of a transaction that will constitute a reverse takeover of the Company by Dixie (the “**Transaction**”). Pursuant to the Transaction, the Company will apply to list on the Canadian Securities Exchange (the “**CSE**”).

The resulting issuer that will exist upon completion of the Transaction (the “**Resulting Issuer**”) will change its business from mining to the cannabis industry and intends to apply for listing of its common shares on the CSE. The final structure of the Transaction will be determined by the parties following receipt of tax, corporate and securities law advice and is subject to the approval of the CSE. The Transaction is an arm’s length transaction. Upon the closing of the Transaction (the “**Closing**”) and after giving effect to the maximum Private Placement and the Debt Conversion (each defined below), it is expected that former shareholders of Dixie will hold approximately 95% of the common shares of the Resulting Issuer (the “**Resulting Issuer Shares**”) and current shareholders of the Company will hold approximately 5% of the Resulting Issuer Shares (on a fully-diluted basis).

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

See attached news release at Schedule "A" to this report.

**5.2 Disclosure for Restructuring Transactions**

See attached news release at Schedule "A" to this report.

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

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

For additional information with respect to this material change, the following person may be contacted:

Binyomin Posen  
Chief Executive Officer and Director  
E: bposes@plazacapital.ca  
T: (416) 481.2222 ext. 246

**Item 9 Date of Report**

July 26, 2018

## **Schedule “A”**

Please see attached

THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT INTENDED FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES.

## **AWARD WINNING CANNABIS INFUSED PRODUCTS COMPANY DIXIE BRANDS TO GO PUBLIC VIA ACADEMY EXPLORATIONS**

**Toronto, ON – July 26, 2018** – Academy Explorations Limited (“**Academy**” or the “**Company**”) is pleased to announce that it has entered into a letter of intent (the “**LOI**”) dated July 26, 2018 with Colorado-based Dixie Brands, Inc. (“**Dixie**”) whereby the parties will complete a business combination by way of a transaction that will constitute a reverse takeover of the Company by Dixie (the “**Transaction**”). Pursuant to the Transaction, the Company will apply to list on the Canadian Securities Exchange (the “**CSE**”).

The resulting issuer that will exist upon completion of the Transaction (the “**Resulting Issuer**”) will change its business from mining to the cannabis industry and intends to apply for listing of its common shares on the CSE. The final structure of the Transaction will be determined by the parties following receipt of tax, corporate and securities law advice and is subject to the approval of the CSE. The Transaction is an arm’s length transaction. Upon the closing of the Transaction (the “**Closing**”) and after giving effect to the maximum Private Placement and the Debt Conversion (each defined below), it is expected that former shareholders of Dixie will hold approximately 95% of the common shares of the Resulting Issuer (the “**Resulting Issuer Shares**”) and current shareholders of the Company will hold approximately 5% of the Resulting Issuer Shares (on a fully-diluted basis).

Dixie Brands, Inc. (“**Dixie**”) is a marketing, intellectual property and product development company designed to build and manage the expansion of the Dixie product portfolio worldwide. What started as a Dixie Elixir beverage in 2010, as part of the legal medical marijuana market in Colorado, has grown to be the first true national consumer package goods company in the cannabis industry.

Dixie has three portfolio companies under its umbrella: Dixie Elixirs & Edibles, Aceso Wellness (Hemp-derived CBD based human dietary supplement), and Therabis (Hemp-derived CBD based pet food supplement). The company currently operates in four U.S. states with an aggressive expansion plan for 2019. Dixie has also executed a license agreement with Auxly Cannabis (“**Auxly**”) in May of 2018. This agreement permits Auxly to exclusively produce and distribute Dixie branded products throughout Canada.

Dixie’s expansion strategy will be to control manufacturing and distribution in all markets where it participates while simultaneously building a global brand known for its quality and efficacy.

Dixie’s sustainable competitive advantages include:

- **Brand awareness:**
  - ❖ Most recognizable brand in the cannabis industry.
- **Intellectual property:**
  - ❖ Eight years of formulations, standard operating procedures, and emulsification technology.
  - ❖ Multi-state regulatory experience: packaging, labeling, regulatory compliance expertise.
  - ❖ Patent pending technology for Aceso and Therabis.
- **Innovation:**
  - ❖ Broadest portfolio of consumer product delivery systems.

- 11 delivery systems across over 100 Stock Keeping Units (“SKUs”).
- **Manufacturing & Distribution:**
  - ❖ By end of 2019, Dixie expects to have the broadest controlled manufacturing and distribution footprint of any brand in the U.S. cannabis market delivering a standardized, reliable, and consistent product to end consumers in all markets.

Chuck Smith, President and CEO of Dixie stated “We are delighted to take the iconic Dixie Elixir, as well as our other consumer focused brands, to the public capital markets in order to bring these well recognized and highly rated products to enthusiastic consumers across the U.S., as well as to Canada and other international markets.”

Further, Smith says “The Canadian capital markets have proved to be an important and critical source of growth funding for U.S. cannabis companies. We are preparing for and anticipate a Q4, 2018 public offering on the CSE which will fund revenue generating production, distribution and consumer marketing programs to support our global expansion.”

Dixie’s respected industry profile generates consistent business development opportunities, including; celebrity brands, cannabis brands, and strategic expansion partnerships. The financial strength of the company will enable it to take advantage of more of these accretive deals.

### **Dixie Private Placement**

Dixie intends to complete a private placement (the “**Private Placement**”) prior to Closing of Dixie Shares and warrants (“**Dixie Warrants**”) for aggregate gross proceeds of between US\$12,000,000 and US\$20,000,000, including the conversion of approximately US\$2,000,000 of debt to be exchanged for Dixie common shares (“**Dixie Shares**”) at the same deemed value of Dixie as the Private Placement, at a price equal to the fully diluted equity capitalization of Dixie prior to the Private Placement valued at US\$80,000,000. Each Dixie Warrant shall entitle the holder thereof to acquire one Dixie Share for US\$13.95, at an approximate valuation of US\$150,000,000, exercisable for one year.

### **Share Consolidation and Exchange of Securities**

Pursuant to the terms of the LOI, the Company will effect a consolidation (the “**Share Consolidation**”) of its issued and outstanding common shares (the “**Academy Shares**”) prior to Closing on a 4:1 basis resulting in approximately 6,641,808 Academy Shares outstanding on a post-Share Consolidation basis. The 400,000 issued and stock options of Academy (“**Academy Options**”) will be consolidated into 100,000 Academy Options. Each Academy Option will be exercisable for one Academy Share at an exercise price of C\$0.08 per share on a post-Share Consolidation basis until July 5, 2021.

In addition, the Company will, prior to Closing, create a new class of non-participating voting shares which will have the right to a single vote at meetings of the holders of Academy Shares but will have no right to dividends or assets on wind-up (those shares, the “**NPV Shares**”; the creation of those shares, the “**NPV Share Creation**”).

In accordance with the terms of the Transaction, the holders of the issued and outstanding shares of common stock in the capital of Dixie (the “**Dixie Shares**”) will be issued approximately 10.45 Academy Shares in exchange for every one (1) Dixie Share held immediately prior to the completion of the Transaction (the “**Exchange Ratio**”). The deemed exchange price for the Academy Shares will be approximately C\$1.00 per Academy Share, or such other price as permitted by governing regulatory bodies.

Outstanding convertible securities of Dixie (the “**Dixie Convertible Securities**”) will either automatically adjust in accordance with their terms such that, following the completion of the Transaction, the holders of Dixie Convertible Securities will acquire Resulting Issuer Shares, or will be replaced with equivalent convertible securities of the Resulting Issuer entitling such holders to acquire Resulting Issuer Shares on the same terms as the Dixie Convertible Securities that they will replace and, in each case, adjusted to reflect the Exchange Ratio and exchange price. Certain Dixie Convertible Securities held by the management team and employees will be exchanged for NVP Shares.

### **Academy Shareholder Meeting**

Prior to the Closing, Academy will call a meeting of its shareholders for the purpose of approving, among other matters (collectively, the “**Academy Meeting Matters**”):

- a change of name of the Company to “Dixie Brands Inc.” or such other name as is directed by Dixie and acceptable to applicable regulatory authorities effective upon Closing;
- the Share Consolidation;
- the NPV Share Creation;
- an amendment to its articles of incorporation to remove its authorized class of special shares, of which there are presently none outstanding;
- the approval of a new stock option plan to be effective upon Closing;
- the election of a slate of directors appointed by Dixie, which elections will be effective upon Closing;
- the appointment of a new auditor; and
- if required by governing regulatory bodies, the approval of the Transaction.

The Transaction is an arm’s length transaction. Academy will, however, prepare and file with the CSE a CSE Form 2A listing statement or other principal disclosure document (the “**Listing Statement**”) providing comprehensive disclosure on Dixie and the Transaction in connection with the CSE listing.

### **Management of the Resulting Issuer**

Upon closing of the Transaction, all of Academy’s current directors and executive officers will resign and the board of directors of the Resulting Issuer will, subject to the approval of governing regulatory bodies, consist of between 3 and 7 directors, each of which shall be appointed by Dixie in its sole discretion. All of the executive officers shall be replaced by nominees of Dixie, all in a manner that complies with the requirements of governing regulatory bodies and applicable securities and corporate laws.

Details of insiders and proposed directors and officers of the Resulting Issuer will be disclosed in a further news release.

### **Closing Conditions**

The completion of the Transaction is subject to a number of conditions, including but not limited to the following:

- the execution of a definitive agreement;
- completion of mutually satisfactory due diligence;
- completion of the Academy Meeting Matters; and

- receipt of all required regulatory, corporate and third party approvals, including approvals by governing regulatory bodies, the shareholders of Academy, applicable U.S. governmental authorities, the CSE and the fulfilment of all applicable regulatory requirements and conditions necessary to complete the Transaction.

### **Further information**

Further details about the Transaction and the Resulting Issuer will be provided in a comprehensive news release when the parties enter into the definitive agreement.

Investors are cautioned that any information released or received with respect to the Transaction in this press release may not be complete and should not be relied upon. Trading in the common shares of the Company should be considered highly speculative.

***The securities to be issued in connection with the Transaction 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 U.S. Persons (as defined in Regulation S promulgated under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.***

***Completion of the Transaction is subject to a number of conditions, including but not limited to, CSE acceptance and if applicable, disinterested shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.***

***Investors are cautioned that, except as disclosed in the management information circular or Listing Statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Academy should be considered highly speculative.***

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

### **About Academy Explorations Limited**

Academy Explorations Limited previously operated as a mineral exploration company but presently has no current activities or operations.

### **About Dixie Brands, Inc.**

Dixie Brands, Inc., which has been formulating award-winning THC and CBD-infused products since 2009, is expecting to double its manufacturing and distribution capabilities in 2019 in the US as well as expand internationally, including Canada. They lead the global industry in the development, packaging design, product innovation and quality control for the commercial production of cannabis infused products. While the company started with a single flagship product, the Dixie Elixir (a THC-infused soda), it is now one of the industry’s most recognized consumer brands, expanding to over 100 products across more than 30 different product categories representing the industry’s finest edibles, tinctures, topicals and connoisseur grade extractions, as well as world-class CBD-infused wellness products and pet dietary supplements. Dixie’s executive team has been instrumental in the formation of the marijuana industry for recreational and medicinal use, serving as founding members on several national regulatory and business-oriented industry organizations. To find out more about Dixie’s innovative products, or about how Dixie is building the future of cannabis, visit [www.dixiebrands.com](http://www.dixiebrands.com).

## Cautionary Statements Regarding Forward Looking Information

*This news release contains “forward-looking information” within the meaning of applicable securities laws relating to the proposal to complete the Transaction and associated transactions. Any such forward-looking statements may be identified by words such as “expects”, “anticipates”, “believes”, “projects”, “plans” and similar expressions. Readers are cautioned not to place undue reliance on forward-looking statements. Statements about, among other things, the expected terms of the Transaction, the number of securities of Academy that may be issued in connection with the Transaction, the ownership ratio of the Resulting Issuer post-closing, the Private Placement, the Debt Conversion, shareholder approval, Dixie’s strategic plans and the parties’ ability to satisfy closing conditions and receive necessary approvals are all forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management’s reasonable assumptions, there can be no assurance that the Transaction will occur or that, if the Transaction does occur, it will be completed on the terms described above. Academy and Dixie assume no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by applicable law.*

### For more information, please contact:

#### Academy Explorations Limited

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