

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

**Item 1            Name and Address of Company**

Red White & Bloom Brands Inc. (the “Company”)  
1890 – 1075 West Georgia Street  
Vancouver, BC V6E 3C9

**Item 2            Date of Material Change**

December 26, 2024

**Item 3            News Release**

The new release was filed on SEDAR, disseminated through the facilities of GlobeNewswire and posted to the Company’s disclosure hall with the Canadian Securities Exchange (the “CSE”).

**Item 4            Summary of Material Change**

On January 7, 2025, the Company announced that the senior secured lender to Pharmaco Inc. (“Pharmaco”), an indirect subsidiary of the Company, has submitted a stipulated order (the “Receivership Order”) to the Circuit Court in the City of Pontiac, County of Oakland, Michigan (the “Court”), requesting the appointment of a receiver (the “Receiver”) for all of the assets of Pharmaco.

**Item 5            Full Description of Material Change**

**5.1      Full Description of Material Change**

On December 26, 2024, the Honorable Circuit Court Judge Michael Warren appointed Trust Street Advisors, LLC, through its agent Gene R. Kohut, as Receiver for Pharmaco’s assets.

Pharmaco, which was acquired by a wholly owned subsidiary of the Company on February 7, 2022, has operated licensed medical and adult-use retail outlets, as well as conducted limited cultivation operations in the state of Michigan. However, Pharmaco’s operations no longer align with the Company’s core business objectives, as previously disclosed in the Company’s public filings. A receivership of this nature is expected to generate incremental savings by reducing operating expenses, working capital demands, and debt service obligations associated with Pharmaco’s operations.

The Receivership Order was issued following continued and uncured defaults under a senior secured loan agreement between Pharmaco and its senior secured lender. The Receivership Order, jointly submitted by Pharmaco and the senior secured lender, was approved by the Court. Under the Receivership Order, the Receiver is authorized to take full control of Pharmaco’s assets (the “Receivership Property”) and ensure their management and/or divestiture. The senior secured lender retains its senior lien position throughout the receivership process and is entitled to proceeds from any sale or may credit bid its secured claim in accordance with applicable Michigan law.

Pharmaco is required to cooperate with the Receiver to ensure orderly operations during the receivership. Select Company management personnel may provide operational and management support to the Receiver as needed. The senior secured lender will fund the receivership costs, enabling the Receiver to maximize the value of the Receivership Property.

**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**

Not applicable.

**Item 8 Executive Officer**

Edoardo Mattei, Chief Financial Officer  
Telephone: 947-225-0503

**Item 9 Date of Report**

January 8, 2025