

**World Class Extractions Inc.
(formerly, CBD Med Research Corp.)**

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

Item 1: Name and Address of Company

World Class Extractions Inc. (formerly CBD Med Research Corp.) (the “Corporation”)
#810- 750 W. Pender Street
Vancouver, BC
V6C 2T7

Item 2: Date of Material Change

March 25, 2019.

Item 3: News Release

A news release was issued and disseminated on March 25, 2019 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule “A”.

Item 4: Summary of Material Change

The Corporation is pleased to announce that it has entered into a binding letter of intent with Quadron Cannatech Corporation (“Quadron”) to proceed with a business combination by way of a statutory plan of arrangement under the *Business Corporations Act* (British Columbia) pursuant to which the Company has agreed to acquire, either directly or through a wholly-owned subsidiary, all of the issued and outstanding common shares of Quadron.

Item 5.1: Full Description of Material Change

See attached news release at Schedule “A” to this report.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

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

Item 8: Executive Officer

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

Michael McCombie
Chief Executive Officer
Telephone: (855) 207-4491
Email: mike@wcextractions.com

Item 9: Date of Report

This report is dated as of the 26th day of March, 2019.

SCHEDULE "A"

Please see attached.



WORLD CLASS EXTRACTIONS AND QUADRON CANNATECH ENTER INTO BINDING MERGER LOI

Toronto, Ontario; Vancouver, B.C., March 21, 2019 – World Class Extractions Inc. (“**World Class**”) (CSE: PUMP) and Quadron Cannatech Corporation (“**Quadron**”) (CSE: QCC) are pleased to announce that they have entered into a binding letter of intent (the “**LOI**”) to proceed with a business combination by way of a statutory plan of arrangement under the *Business Corporations Act* (British Columbia) pursuant to which World Class has agreed to acquire, either directly or through a wholly-owned subsidiary, all of the issued and outstanding common shares of Quadron (the “**Arrangement**”).

Under the terms of the LOI, on completion of the Arrangement, the shareholders of Quadron (the “**Quadron Shareholders**”) will receive two common shares (the “**Exchange Ratio**”) of World Class (a “**World Class Share**”) for each common share of Quadron (a “**Quadron Share**”) held. On closing of the Arrangement, it is expected that the current Quadron Shareholders will receive approximately 143,300,894 World Class Shares. Concurrently with the closing of the Arrangement, the holders of options and warrants in the capital of Quadron will receive a proportionate number of options and warrants of World Class.

Final terms of the Arrangement will be set out in an arrangement agreement (the “**Arrangement Agreement**”) to be entered into by the parties. The Arrangement Agreement will contain representations and warranties for the benefit of each of World Class and Quadron, conditions relating to shareholder, court and regulatory approvals, material adverse changes and compliance with the Arrangement Agreement as are in each case customary in comparable transactions of this nature. The Arrangement Agreement will include, among other things, a non-solicitation covenant on the part of Quadron (subject to customary fiduciary out provisions). In the event of a superior proposal, World Class will have the right to either match such superior proposal or receive a termination fee to be agreed by the parties in the Arrangement Agreement, commensurate with transactions of a similar size.

Completion of the Arrangement is subject to a number of conditions being satisfied or waived by one or both of World Class and Quadron at or prior to closing of the Arrangement, including: entry into the Arrangement Agreement; approval of the Quadron Shareholders, together with any requisite minority approvals; and receipt of all necessary regulatory and court approvals and the satisfaction of certain other closing conditions customary for a transaction of this nature. Quadron intends to engage an independent financial advisor to assist the Board of Directors and to provide a fairness opinion, if advisable.

Directors, officers and certain shareholders of Quadron representing 23% of the issued and outstanding Quadron Shares have agreed to enter into voting and support agreements under which they will agree to vote in favour of the Arrangement.

Details of the Arrangement, including a summary of the terms and conditions of the Arrangement Agreement, will be disclosed in a management information circular of Quadron, which will be mailed to Quadron Shareholders and will also be available on SEDAR at www.sedar.com.

Transaction Highlights

The proposed Arrangement is intended to create a leading provider of extraction and processing solutions. The combined entities will leverage Quadron's technical expertise, established customer base and deep management team with World Class's unique patent-pending technology and strong cash position resulting from its recent \$23,000,000 private placement. The proposed Arrangement would produce the following synergies:

- Quadron's extraction and processing systems, which are automated and have been simplified relative to comparable technologies;
- a deep roster of Quadron executives and employees that have been operating in the extraction and processing sector for over four years;
- an established and growing revenue stream, as demonstrated by Quadron's revenue increasing by 50.71% for the six months ended October 31, 2018 when compared to the same period in 2017;
- World Class's unique patent-pending technology, which World Class anticipates will provide higher yields of full spectrum cannabis oil at faster rates and larger volumes than current extraction technologies; and
- a strong cash position resulting from World Class's recently-closed private placement for gross proceeds of approximately \$23,000,000.

Rosy Mondin, CEO of Quadron, stated, "We are very excited to proceed with this strategic alliance with World Class and believe it marks a definitive shift in our business model. Since our launch, Quadron's focus has been the development of extraction and processing solutions to simplify and automate the very complex extraction process for cultivators. As the industry prepares for the legalization and regulation of cannabis concentrates and edibles in Canada, this transaction provides the necessary resources to increase sales, distribution and establish partnerships with leaders in industry with WCE, which will provide a significant growth opportunity for our shareholders. This merger combines the strength of both companies to strategically position them as leading global extractions solutions provider for cultivators and processors both within Canada and internationally to serve a rapidly growing cannabis oils market."

Michael McCombie, Chief Executive Officer of World Class, added, "The combination of our business with Quadron's gives us an opportunity to accelerate our goal of becoming the global leader in extraction and processing in general, with a particular focus on large-scale processing of CBD from hemp. We believe that our strong cash position and unique patent-pending technology, which can use both wet and dry cannabis and hemp as inputs, is the perfect complement to Quadron's experienced team of executives and employees, along with their proven year-over-year revenue increases. This transaction is transformative for World Class and its shareholders, and we couldn't be happier to be able to announce it on our first day of being listed on the CSE."

The Arrangement is an arm's length transaction pursuant to applicable regulatory policies.

This announcement is for informational purposes only and does not constitute an offer to purchase, a solicitation of an offer to sell any shares or a solicitation of a proxy.

About Quadron:

Quadron, through its wholly owned subsidiaries, provides turn-key extraction and processing solutions for the cannabis industry including proprietary industrial grade equipment, custom build processing facilities, ancillary products, and scientific services. Quadron delivers streamlined, cost-effective and innovative solutions to help licensed growers, producers and processors develop market ready products all to achieve quicker ROI.

For more information, visit: www.quadroncannatech.com

On behalf of the Board of Directors of
QUADRON CANNATECH CORPORATION

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CEO
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About World Class Extractions Inc.

The Company is a Canadian based developer of an innovative extraction process for both the hemp and cannabis industry. The Company intends to provide single step continuous flow extraction services to the hemp and cannabis industry. Using patent pending technology, the Company's results produce higher yields and better quality crude hemp oil at faster rates. The technology allows the extraction of CBD Oil and other related extracts from wet or dried natural plants. The Company can save its clients floor space, utility drying costs, equipment and processing labour costs.

For further information please contact:

Michael McCombie
Chief Executive Officer
Email: mike@wcextractions.com

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

Statements included in this announcement, including statements concerning our plans, intentions and expectations, which are not historical in nature are intended to be, and are hereby identified as "forward-looking statements". Forward-looking statements may be identified by words including "anticipates", "believes", "intends", "estimates", "expects" and similar expressions, including the proposed Arrangement will receive the requisite corporate and regulatory approvals, the proposed Arrangement will successfully close as anticipated by management, the holders of, the directors, officers and insiders of Quadron will enter into voting support agreements to vote in favor of the proposed Arrangement and Quadron will hire financial advisors are forward-looking statements and contain forward-looking information. Forward-looking statements are based on certain material assumptions and analysis made by World Class and Quadron and the opinions and estimates of management as of the date of this press release, including that the proposed Arrangement will receive the requisite corporate and regulatory approvals to close, the proposed Arrangement will successfully close on the timeline and on the terms as anticipated by management, market conditions will remain similar to present market conditions, that the directors, officers and insiders of Quadron will not object to signing an agreement to vote their shares in favor of the proposed Arrangement, Quadron will hire financial advisors and that the proposed synergies resulting from the combined entities will occur as stated or at all. 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 World Class and Quadron 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 proposed Arrangement will not receive either the requisite corporate or regulatory approval to close, the proposed Arrangement will not close on the timeline or on the terms as anticipated by management, that the directors, officers and insiders of Quadron will object to signing an agreement to vote their shares in favor of the proposed Arrangement, Quadron will not hire financial advisors and the proposed synergies of the combined entities will not be realized as stated above or at all. Although

management of Quadron and World Class have 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. Quadron and World Class do not undertake to update any forward-looking statement, forward-looking information or financial outlook that are incorporated by reference herein, except in accordance with applicable securities laws.