

**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

April 8, 2019.

Item 3: News Release

A news release was issued and disseminated on April 8, 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 it has entered into an agreement to invest up to \$3 million by way of a private placement in Alkaline Spring Inc., a privately-held, Alberta-based natural alkaline water company. The Corporation is also pleased to announce that it will be increasing its level of engagement with shareholders and potential retail and institutional investors, and has engaged investor relations firms to assist the Company with investor relations and shareholder communications services.

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 15th day of April, 2019.

SCHEDULE "A"

Please see attached.



WORLD-CLASS
EXTRACTIONS

WORLD CLASS ANNOUNCES STRATEGIC INVESTMENT IN ALKALINE SPRING AND LAUNCH OF CAPITAL MARKETS COMMUNICATIONS STRATEGY

Toronto, Ontario--(GLOBE NEWSWIRE – April 8, 2019) – World Class Extractions Inc. (CSE: PUMP) (“**World Class**” or the “**Company**”) is pleased to announce it has entered into an agreement to invest up to \$3 million (the “**Alkaline Financing**”) by way of a private placement in Alkaline Spring Inc. (“**Alkaline Spring**”), a privately-held, Alberta-based natural alkaline water company. In connection with the closing of the first tranche of the Alkaline Financing today, World Class invested \$2 million in consideration for 2,000 senior secured convertible debentures (“**Alkaline Debentures**”) of Alkaline Spring, 11,111,111 common share purchase warrants of Alkaline Spring (“**Alkaline Warrants**”), and acquired certain investor rights. World Class is also pleased to announce that it will be increasing its level of engagement with shareholders and potential retail and institutional investors, and has engaged investor relations firms to assist the Company with investor relations and shareholder communications services and effectively communicate its message to an increasingly broad range of shareholders and investors across Canada.

Terms of Investment

The Alkaline Debentures mature in two years, are priced at \$1,000 per debenture, bear interest at 9% per annum, and are convertible into common shares of Alkaline Spring at an initial price of \$0.18 per share, subject to downward adjustment in certain circumstances. The Alkaline Warrants are each exercisable into one further share at a price of \$0.25 for a period of three years.

In addition to the Alkaline Debentures and Alkaline Warrants, World Class received, as part of the Alkaline Financing, certain rights as a substantial investor, including (i) a right of first refusal to supply any cannabis or hemp extracts required in Alkaline Spring’s business; (ii) the exclusive right to license future formulations of Alkaline Spring’s planned cannabis and hemp infused waters and to market and sell, on a white label basis, its products in certain markets other than Canada; and (iii) the right to appoint two directors to the board of Alkaline Spring.

“This is a strategic investment into the foundation of what will become an important part of the cannabis-based beverage industry in the future. Any drink begins with water and water has been the source of incredible brands such as Coors, Grey Goose and Fiji. We intend to supply cannabis concentrates to Alkaline Spring going forward which is an important part of ensuring that we have relationships with value added distribution channels that utilize what we produce. We see tremendous value in the rare water export license that Alkaline Spring’s property possesses,” stated Mike McCombie, Chief Executive Officer of World Class.

Capital Markets Communications Strategy

Hybrid Financial Ltd. (“**Hybrid**”) and Ascension Millionaires Club Inc. (“**Ascension**”) will each play a key role in assisting the Company to enhance its market awareness and foster productive, continuing dialogues with shareholders and other market participants.

Hybrid’s engagement is for an initial term of six (6) months, during which Hybrid will assist in all aspects of a marketing campaign for the Company. In consideration for its services, the Company will pay to Hybrid a monthly fee of \$15,000, and grant to Hybrid common share purchase options (the “**Hybrid Options**”) to purchase 350,000 common shares of the Company (“**WCE Shares**”) at a price equal to \$0.17, at any time on or before April 8, 2024. The Hybrid Options are subject to a vesting schedule, with 175,000 Hybrid Options vesting immediately and the balance of 175,000 Hybrid Options vesting three (3) months thereafter.

Ascension’s engagement is for a term of twelve (12) months, during which Ascension will provide investor relations and communication services to the Company. In consideration for its services, the Company will pay to Ascension a monthly fee of \$10,000, and grant to Ascension WCE Share purchase options (the “**Ascension Options**”) to purchase 300,000 WCE Shares at a price of \$0.17, at any time on or before April 8, 2021.

Issuance of Securities to Consultant

The Company also issued 1,400,000 WCE Share purchase options (the “**Consultant Options**”) to an arm’s length consultant. The Consultant Options are exercisable at a price of \$0.13 during a period of five (5) years from the date of issuance, and are subject to a vesting schedule, with 500,000 Consultant Options vesting immediately and the balance to vest in 100,000 increments each month during the term of the consultant’s engagement.

About Alkaline Spring Inc.

Alkaline Spring Inc. is a Canadian-owned Alberta-based water company with its source located in the beautiful Revelstoke Mountains of British Columbia. Alkaline Spring's unique spring water is sourced from an artesian well that is over 600 feet underground, which replenishes itself at a rate of 147 million cubic meters per year. The spring water boasts natural mineralization, a pH of 8 (measure of alkalinity) and a value of 238 ppm TDS (total dissolved solids). The company has a rare license to export up to 300,000 gallons of water per day in addition to 2M gallons domestically. Alkaline Spring is currently exploring the acquisition of other water assets around the globe.

Alkaline Spring is committed to becoming the most sought-after premium packaged sourced water in its respected category. Leading the water industry in the 21st century as a global, social and environmentally responsible company that is driven by a meaningful purpose beyond the traditional financial rewards associated with building a successful business. Alkaline is dedicated to alleviating water scarcity and giving back to communities by providing economical access to the cleanest, naturally sourced, highest quality renewable drinking water in the world. This is achieved through its pristine water sources, innovation in packaging, closed loop recycling, unique product formulations, and corporate social responsibility programs. The company is able to introduce new, uniquely differentiated product to the functional water space to become a successful pioneer and innovator of enhanced waters, *where hydration and alkalinity is only the beginning*. Alkaline Springs’ cannabis infused water products will range

from flavored water to water designed to reduce inflammation, pain or anxiety or to elevate the spirits. The company intends to launch “True Essence”, a branded line of infused beverages. At the heart of Alkaline Spring’s infused beverages is a rare, premium water, which sets the consumer experience apart from others.

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

Forward-Looking Statements

Certain statements included in this press release constitute forward-looking information or statements (collectively, “forward-looking statements”), including those identified by the expressions “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend”, “may”, “should” and similar expressions to the extent they relate to the Company or its management. The forward-looking statements are not historical facts but reflect current expectations regarding future results or events. This press release contains forward looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors.

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