

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

World Class Extractions Inc. (“**World-Class**” or the “**Company**”)
9080 University Crescent, Suite 308,
Vancouver, British Columbia, V5A 0B7

2. Date of Material Change

September 28, 2020.

3. News Release

A news release in connection with the material change was disseminated on October 1, 2020 and filed under the Company’s profile on SEDAR.

4. Summary of Material Change

World-Class announces that a company in which World-Class holds a 50% equity interest, Cobra Ventures Inc. (“**Cobra**”), has acquired a senior secured convertible debenture of HydRx Farms Ltd. o/a Scientus Pharma (“**HydRx**”) in the principal amount of CDN\$11,500,000, plus accrued and unpaid interest and charges (the “**Debenture**”) from Aphria Inc. Cobra purchased the Debenture for CDN\$5,000,000. The Debenture is secured against the assets of HydRx and HydRx is currently in default of its obligations under the Debenture.

5. Full Description of Material Change

5.1 Full Description of Material Change

Cobra, has acquired a senior secured convertible debenture of HydRx in the principal amount of \$11.5-million, plus accrued and unpaid interest and charges from Aphria Inc.

The Debenture is secured against all of the assets of HydRx, including its real estate assets consisting of a 45,000-square-foot manufacturing and distribution facility located on a 2.3-acre parcel of land in Whitby, Ont., built to GMP (good manufacturing practices) and GPP (good production practices) standards. Cobra purchased the Debenture, which is currently in default for CDN\$5,000,000.

Cobra is a venture between World-Class and a group of investors led by Richard Goldstein, co-founder and chief financial officer of Canntab Therapeutics Ltd., a Canadian licence holder under the Cannabis Act, and president of First Republic Capital Corp., a Canadian licensed exempt market dealer (through the Ontario Securities Commission).

HydRx owns and operates a 45,000-square-foot manufacturing and distribution facility in Whitby, Ont., built to GMP and GPP standards. HydRx holds numerous licences issued by Health Canada under the Cannabis Act to cultivate, produce and sell cannabis

products, including the extraction of cannabis resin for use in formulations including cannabinoid-based oils, capsules and other derivative products. HydRx is also a licensed dealer under the Narcotics Control Act and one of a limited number of licence holders in Canada authorized to conduct R&D (research and development) and fully handle cannabinoid products with the ability to wholesale, buy, process and sell cannabinoid derivatives, from and to other Cannabis Act licence holders, as well as international markets.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not applicable. This report is not being filed on a confidential basis.

7. Omitted Information

There is no information of a material nature that has been omitted from this report.

8. Executive Officer

The following executive officer of World-Class is knowledgeable of the material change and this report:

Rosy Mondin, Chief Executive Officer
Tel: 604 346-8118

9. Date of Report

October 5, 2020