

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

**Item 1 Name and Address of Company**

Canadian Imperial Venture Corp. (the "**Company**")  
Suite 502 - 602 West Hastings Street  
Vancouver, BC V6B 1P2

**Item 2 Date of Material Change**

April 2, 2019

**Item 3 News Release**

The news release dated April 3, 2019 was disseminated via Stockwatch and Market News.

**Item 4 Summary of Material Change**

The Company entered into a business combination agreement dated effective April 2, 2019 (the "**Agreement**") with Cannus Partners Inc. ("**Cannus**") and a wholly-owned subsidiary of the Company, 11326937 Canada Inc. ("**Newco**"), formed for the purpose of completing an amalgamation. Cannus is an arm's length company incorporated under the Canada Business Corporations Act and is a vertically integrated cannabis cultivator, producer, distributor and dispensary operator that is building out its "seed to sale" business.

Pursuant to the Agreement, the Company has agreed to acquire all of the issued and outstanding securities of Cannus and the business of Cannus by way of a three-cornered amalgamation (the "**Transaction**") between the Company, Cannus and Newco pursuant to the provisions of the Canada Business Corporations Act. The Transaction will result in a reverse takeover of the Company by the security holders of Cannus.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

The material change is fully described in the attached news release which has been filed on SEDAR.

*5.2 Disclosure for Restructuring Transactions*

N/A

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Jacqueline M. Tucker, Chief Executive Officer  
Telephone: (403) 999-1393

**Item 9 Date of Report**

April 8, 2019

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FOR DISSEMINATION IN THE UNITED STATES

## CANADIAN IMPERIAL VENTURE CORP.

### NEWS RELEASE

#### **Canadian Imperial Announces Proposed Business Combination Transaction with Cannus Partners Inc., doing business as Ikänik Farms**

**Vancouver, British Columbia – April 3, 2019** – Canadian Imperial Venture Corp. (TSXV:CQV.H) (the “**Company**”) is pleased to announce that it has entered into a business combination agreement dated effective April 2, 2019 (the “**Agreement**”) with Cannus Partners Inc. (“**Cannus**”) and a wholly-owned subsidiary of the Company, 11326937 Canada Inc. (“**Newco**”), formed for the purpose of completing the amalgamation. Cannus is an arm’s length company incorporated under the *Canada Business Corporations Act* and is a vertically integrated cannabis cultivator, producer, distributor and dispensary operator that is building out its “seed to sale” business.

#### ***The Transaction***

Pursuant to the Agreement, the Company has agreed to acquire all of the issued and outstanding securities of Cannus and the business of Cannus by way of a three-cornered amalgamation (the “**Transaction**”) between the Company, Cannus and Newco pursuant to the provisions of the *Canada Business Corporations Act*. The Transaction will result in a reverse takeover of the Company by the security holders of Cannus.

Prior to the completion of the Transaction, the Company will designate its common shares as subordinate voting shares (the “**Resulting Issuer SV Shares**”) and create a new class of Series A compressed multiple voting shares (the “**Resulting Issuer Series A Shares**”, together with the Resulting Issuer SV Shares, the “**Resulting Issuer Shares**”). Each Resulting Series A Share will have the economic and voting rights of 100 Resulting Issuer SV Shares, and shall be convertible into Resulting Issuer SV Shares on the terms and conditions to be determined by Cannus. The Company will consolidate its existing shares on a ratio to be mutually agreed upon by the Company and Cannus such that immediately prior to the closing of the Transaction, there will be an aggregate of 9,500,000 common shares of the Company issued and outstanding on a post-consolidation basis, which will be redesignated into Resulting Issuer SV Shares such that shareholders of the Company will own 9,500,000 Resulting Issuer SV Shares.

Pursuant to the terms of the Agreement, it is anticipated that Newco and Cannus will amalgamate to form a single subsidiary of the Company and that in consideration for the cancellation of all outstanding securities of Cannus, the security holders of Cannus will receive:

- (a) one Resulting Issuer SV Share for each common share of Cannus (each, a “**Cannus Common Share**”);
- (b) one Resulting Series A Share for each Series A compressed share of Cannus (each, a “**Cannus Series A Share**”);

- (c) one option to purchase Resulting Issuer SV Shares for each option to purchase Cannus Common Shares (each, a “**Cannus Common Option**”) on the same terms and conditions as each Cannus Common Option;
- (d) one option to purchase Resulting Series A Shares for each option to purchase Cannus Series A Shares (each, a “**Cannus Series A Option**”) on the same terms and conditions as each Cannus Series A Option;
- (e) one purchase warrant for Resulting Issuer SV Shares for each purchase warrant for Cannus Common Shares (each, a “**Cannus Common Warrant**”) on the same terms and conditions as each Cannus Common Warrant;
- (f) one purchase warrant for Resulting Series A Shares for each purchase warrant for Cannus Series A Shares (each, a “**Cannus Series A Warrant**”) on the same terms and conditions as each Cannus Series A Warrant; and
- (g) one purchase warrant for Resulting Issuer SV Shares for each broker right to purchase Cannus Common Shares (each, a “**Cannus Broker Right**”) on the same terms and conditions as each Cannus Broker Right.

In connection with the completion of the Transaction, the Company intends to change its name to “Ikänik Farms” or such other name as may be agreed by the parties.

Completion of the Transaction is subject to a number of conditions, including Cannus having completed a financing for aggregate gross proceeds of no less than US\$10,000,000, or such aggregate number as determined by Cannus, receipt of all necessary shareholder and regulatory approvals, the execution of related transaction documents, approval of the TSX Venture Exchange (the “**TSXV**”) for the delisting of the common shares of the Company from the TSXV, and conditional approval of the Canadian Securities Exchange (the “**CSE**”) for the listing of the Resulting Issuer SV Shares following completion of the Transaction.

Certain securities issued in connection with the Transaction may be subject to the escrow requirements of the CSE, mutually agreed upon escrow conditions, and hold periods as required by the CSE and applicable securities laws.

### ***About Cannus***

Cannus Partners Inc., doing business as Ikänik Farms, is a cannabis cultivator, processor, distributor and dispensary operator that is building out its “seed to sale” business across California and Massachusetts.

As a vertically integrated company, Cannus owns, operates and holds licenses in California for a cultivation business and for Blunt Brothers Inc, an established distribution brand in Southern California which has a contract with Harvest Coastal LLC, subsidiary of Halo Labs, to sell biomass and acquire distillate and will also be selling a well-rounded assortment of branded cannabis products including flower, concentrates, edibles and topicals to retail cannabis dispensaries later this spring.

Cannus also holds leases and license applications to open and operate a chain of retail cannabis dispensaries known as Ikänik Farms.

### ***Directors and Officers***

Upon completion of the Transaction, it is expected that the current directors and officers of the Company will resign. In their place, there will be appointed or elected nominees to be determined by Cannus as directors, and such persons to be determined by Cannus as officers.

### ***Trading in the Company's Shares***

In connection with the Transaction, the Company will be seeking shareholder approval to de-list from the TSXV. Trading in the common shares of the Company has been halted in compliance with the policies of the TSXV, will remain halted until all necessary filings have been accepted by applicable regulatory authorities, and delisting from the TSXV and listing of the Resulting Issuer SV Shares on the CSE has been completed.

### ***General***

Further details of the Transaction will be included in subsequent news releases and disclosure documents (which will include business and financial information in respect of Cannus) to be filed by the Company in connection with the Transaction. There is no assurance the Transaction will be completed as planned or at all.

All of the information included in this news release with respect to Cannus has been provided by management of Cannus and has not been independently verified by the Company at this time.

### **ON BEHALF OF THE BOARD OF CANADIAN IMPERIAL VENTURE CORP.**

*"Jacqueline M. Tucker"*

Jacqueline M. Tucker  
Chief Executive Officer  
Phone: (403) 999-1393

***As noted above, completion of the Transaction is subject to a number of conditions, including but not limited to, the requisite shareholder approvals, the acceptance by the TSXV of the voluntary delisting of the common shares of the Company, and the acceptance by the CSE of the listing of the Resulting Issuer SV Shares. 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 the Company should be considered highly speculative.***

***The TSXV has in no way passed on the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.***

#### **Disclaimer for Forward-Looking Information**

*Certain statements in this release are forward-looking statements, which reflect the expectations of management regarding the Transaction. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Forward looking statements in this news release include statements relating to the Transaction; the terms of the Transaction; the listing of the resulting issuer on the CSE; the business of the resulting issuer following completion of the Transaction; the corporate name of the resulting issuer following completion of the Transaction; that Blunt Brothers Inc will be selling a well-rounded assortment of branded cannabis products including flower, concentrates, edibles and topicals to retail cannabis dispensaries later this spring; and the ability to obtain the necessary approvals in respect of the Transaction. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements, including the risk that the TSXV may not approve the Transaction or that the Transaction may not be completed for any other reason. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. Readers are urged to consider these factors carefully in evaluating the forward-looking statements contained in this news release and are cautioned not to place undue reliance on such forward-looking statements, which are qualified in their entirety by these cautionary statements. These forward-looking statements are made as of the date hereof and the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable securities laws.*

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