

RANDBURG INTERNATIONAL GOLD CORP.

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

Item 1: Name and Address of Company

Randsburg International Gold Corp. (the "Company")
120 Adelaide Street West, Suite 2105
Toronto, Ontario
M5H 1T1

Item 2: Date of Material Change

October 9, 2018

Item 3: News Release

A news release was issued and disseminated on October 10, 2018 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 Company has announced that it has entered into a letter of intent for reverse takeover transaction with Cresco Labs, LLC.

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 Lerner
Chief Executive Officer
E: mlerner@gmail.com
(416) 710-4906

Item 9: Date of Report

This report is dated as of the 11th day of October, 2018.

SCHEDULE "A"

Please see attached.

Randsburg International Gold Corp. Announces Proposed Reverse Takeover by Cresco Labs, LLC

VANCOUVER, British Columbia and CHICAGO, Oct. 10, 2018 (GLOBE NEWSWIRE) -- Randsburg International Gold Corp. [NEX: RGZ.H] ("**Randsburg**" or the "**Company**") announced that, on October 9, 2018, it entered into a binding letter agreement (the "**Letter Agreement**") with leading Chicago-based cannabis company Cresco Labs, LLC ("**Cresco**"). The Letter Agreement outlines the proposed terms and conditions pursuant to which Randsburg and Cresco will effect a business combination that will result in a reverse takeover of Randsburg by the securityholders of Cresco (the "**Proposed Transaction**"). The Letter Agreement was negotiated at arm's length.

Cresco Labs is one of the largest cannabis companies in the United States with operations in Illinois, Ohio, Pennsylvania, Nevada, California and Arizona. Cresco is compliance focused, vertically integrated from seed to sale, and dedicated to operational excellence, product development and consumer education. With a full suite of consistently-dosed brands, Cresco plans to expand its presence in both adult-use and medically-focused legal markets across the country.

"The Canadian market has been very supportive of U.S.-based cannabis companies, and we look forward to having expanded access to capital that will help us accelerate our strategic growth plan," said Cresco Labs Chief Executive Officer Charles Bachtell. "We believe Cresco Labs has a compelling investment story for institutional and retail investors looking to participate in the dynamic growth of the cannabis industry."

Terms of the Transaction

The Proposed Transaction will be structured as an amalgamation, arrangement, takeover bid, share purchase or other similar form of transaction or a series of transactions that have a similar effect, with Randsburg directly or indirectly acquiring all outstanding securities of Cresco. The final structure for the Proposed Transaction is subject to satisfactory tax, corporate and securities law advice for both Randsburg and Cresco.

Completion of the Proposed Transaction is subject to a number of conditions, which include receipt of all necessary securityholder and regulatory approvals, the execution of definitive transaction documents, and conditional approval of the listing of the common shares of the resulting issuer (the "**Resulting Issuer Shares**") on the Canadian Securities Exchange (the "**CSE**").

Cresco recently announced the completion of a private placement of Class F units for gross proceeds of US\$100 million. Beacon Securities led the Canadian portion of the financing as sole agent and lead bookrunner.

In connection with the Proposed Transaction, the Company will be required to, among other things: (i) change its name to Cresco Labs Inc. or such other name acceptable to applicable regulatory authorities; (ii) consolidate its outstanding common shares such that the shareholders of the Company retain an aggregate of C\$2.2 million in Resulting Issuer Shares; (iii) replace all directors and officers of the Company on closing of the Proposed Transaction with nominees of Cresco; and (iv) create a new class of non-participating super voting shares that would be issued to certain principals of Cresco under the Proposed Transaction. A special meeting of Randsburg shareholders to approve these and other matters relating to the Proposed Transaction has been scheduled for November 14, 2018, with further details to follow in a management information circular.

Further details of the Proposed Transaction and the business and operations of Cresco (including applicable financial statements) will be included in a listing statement to be prepared and filed with the

CSE, and in subsequent news releases and other public filings. Closing of the Proposed Transaction is expected to take place in the fourth quarter of 2018. The common shares of the Company will remain halted until all necessary filings have been accepted by applicable regulatory authorities.

On Behalf of the Board of Directors of Randsburg International Gold Corp.

Michael Lerner,
CEO and Director

For more information please contact:

Randsburg:

Michael Lerner,
CEO and Director
Phone: (416) 710-4906
E-mail: mlerner10@gmail.com

Cresco:

Jason Erkes
Chief Communications Officer
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crescolabs.com
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About Cresco Labs, LLC:

Cresco Labs, LLC, based in Chicago, is a leading U. S. cannabis company and operates in six states. The company provides a full suite of consistently dosed products including flower, edibles, vape pens/cartridges and multiple forms of extracts under the brand names of Cresco, Remedi, Reserve and Mindy's Edibles, an infused edible line with James Beard Award-winning chef Mindy Segal. These products cater to all consumers, from the novice to the connoisseur, and from the medically-minded to the recreational user. Cresco's mission is to educate consumers, while eliminating the stigma associated with cannabis use.

All information contained in this news release with respect to Cresco was supplied by Cresco for inclusion herein and the Company has relied on the accuracy of such information without independent verification.

As noted above, completion of the Proposed Transaction is subject to a number of conditions, including listing of the Resulting Issuer Shares on the Canadian Securities Exchange. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or listing statement of the Company to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Randsburg should be considered highly speculative.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) has in any way passed upon the merits of the Proposed Transaction nor accepts responsibility for the adequacy or accuracy of this news release.

This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities under the Cresco Financing in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Forward-Looking Information and Statements

This press release contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are

inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information and forward-looking statements contained herein may include, but are not limited to, information concerning the Proposed Transaction, expectations regarding whether the Proposed Transaction will be consummated, including whether conditions to the consummation of the Proposed Transaction will be satisfied, the timing for holding a special meeting of shareholders of the Company to approve matters relating to the Proposed Transaction, expectations for the effects of the Proposed Transaction or the ability of the combined company to successfully achieve business objectives, expectations regarding the availability of additional financing, and expectations for other economic, business, and/or competitive factors.

Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice.