

FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company**

CordovaCann Corp. (formerly, LiveReel Media Corporation) (the “**Company**” or “**CordovaCann**”)
217 Queen Street West, Suite 401
Toronto, ON M5V 0R2

2. **Date of Material Change**

April 24, 2020

3. **News Release**

Press releases disclosing the material change were released on April 24, 2020, through the facilities of Issuer Direct.

4. **Summary of Material Change**

On April 24, 2020, the Company announced that it has closed a non-brokered private placement (the “**Offering**”) of 1,164 unsecured subordinated convertible debenture units of the Company (the “**Debenture Units**”) at a price of \$1,000 per Debenture Unit.

5. **Full Description of Material Change**

Pursuant to the Offering 1,164 Debenture Units were issued to non-related parties. Each Debenture Unit is comprised of one \$1,000 principal amount of unsecured subordinated convertible debentures (the “**Debentures**”) and 500 common share purchase warrants (each, a “**Warrant**”).

The Debentures shall mature on April 23, 2021 (the “**Maturity Date**”) and bear interest at a rate of 15% per annum, accrued monthly and payable on the Maturity Date. The outstanding principal amount of the Debentures and any accrued interest is convertible into common shares in the capital of the Company (each, a “**Common Share**”) at the option of the holder at any time prior to the Maturity Date at a conversion price of \$0.25 per Common Share. The Company also has the option to force conversion of the Debentures and any accrued interest at the same conversion price if the Company’s Common Shares trade above \$0.50 per Common Share for ten (10) consecutive trading days.

Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.30 per Common Share until April 23, 2022.

Prior to closing the Offering, the Company exercised its rights of early repayment in respect of certain of the convertible debentures of the Company issued on August 14, 2019 and, in connection with its election for early repayment, holders of such convertible debentures directly the Company to retain the funds representing such repayment and to apply such funds towards satisfaction of the purchase price for their respective Debenture Units. The Company issued an aggregate of 761 Debenture Units to such subscribers on such basis.

The securities issued in connection with the Offering, and any Common Shares issued under or conversion or exercise thereof, are subject to a statutory four month and one day hold period

expiring on August 25, 2020, and such further restrictions as may apply under foreign securities laws.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis.

7. **Omitted Information**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer**

For further information, contact Taz Turner, Chief Executive Officer of the Company at (917) 843-2169.

9. **Date of Report**

This report is dated at Toronto, this 4th day of June, 2020.

Cautionary Statement Regarding Forward-Looking Information

This material change report contains “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on currently available competitive, financial and economic data and management's views and assumptions regarding future events. Such forward-looking statements are inherently uncertain. The Company cannot provide assurances that the matters described in this material change report will be successfully completed or occur. Actual results may differ materially from those projected as a result of certain risks and uncertainties, including but not limited to: global economic and market conditions; the war on terrorism and the potential for war or other hostilities in other parts of the world; the availability of financing and lines of credit; successful integration of acquired or merged businesses; changes in interest rates; management's ability to forecast revenues and control expenses, especially on a quarterly basis; unexpected decline in revenues without a corresponding and timely slowdown in expense growth; the Company's ability to retain key management and employees; intense competition and the Company's ability to meet demand at competitive prices and to continue to introduce new products and new versions of existing products that keep pace with technological developments, satisfy increasingly sophisticated customer requirements and achieve market acceptance; relationships with significant suppliers and customers; as well as other risks and uncertainties, including but not limited to those detailed from time to time in the Company's public filings on EDGAR and SEDAR. The Company undertakes no obligation to update information contained in this press release. For further information regarding risks and uncertainties associated with the Company's business, please refer to the risks and uncertainties detailed from time to time in the Company's EDGAR and SEDAR filings.