

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**1. Name and Address of Company:**

AMP German Cannabis Group Inc. (the "Company")  
224 West 5<sup>th</sup> Avenue  
Vancouver, British Columbia, V5Y 1J4

**2. Date of Material Change:**

The material change described in this report occurred on March 6, 2020

**3. News Release:**

On March 6, 2020, the Company issued a news release through Stockwatch disclosing the material change.

**4. Summary of Material Change:**

On March 6, 2020, the Company announced that it had closed the first tranche of its non-brokered private placement previously announced on January 8, 2020. Under the first tranche, the Company raised gross proceeds of \$867,500 through the issuance of 3,470,000 common shares at a subscription price of \$0.25 per share. The Company paid a cash finders' fee of \$10,500 and issued 42,000 finders' warrants. Each finders' warrant entitles the holder to acquire one additional common share at a price of \$0.25 per share for a period of six months from the date of issuance. All securities issued under the first tranche of the private placement will be subject to a four-month and one-day hold period from the date of issuance, which expires on July 7, 2020.

**5. Full Description of Material Change:**

On March 6, 2020, the Company announced that it had closed the first tranche of its non-brokered private placement previously announced on January 8, 2020. Under the first tranche, the Company raised gross proceeds of \$867,500 through the issuance of 3,470,000 common shares at a subscription price of \$0.25 per share. The Company paid a cash finders' fee of \$10,500 and issued 42,000 finders' warrants. Each finders' warrant entitles the holder to acquire one additional common share at a price of \$0.25 per share for a period of six months from the date of issuance. All securities issued under the first tranche of the private placement will be subject to a four-month and one-day hold period from the date of issuance, which expires on July 7, 2020.

The Private Placement constitutes a related party transaction within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions* ("**MI 61-101**"), as insiders of the Company subscribed for an aggregate of 510,000 common shares for gross proceeds of \$127,500. The Company is relying on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the non-brokered private placement by insiders did not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the non-brokered private placement as the details of the participation by related parties of the Company were not settled until shortly prior to the closing of the non-brokered private placement.

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

Not applicable.

**7. Omitted Information:**

Not applicable.

**8. Executive Officer:**

The following executive officer of the Company is knowledgeable about the material change and this report and may be contacted by any of the securities commissions respecting the material change and this report:

Alex Blodgett  
Chief Executive Officer  
Telephone: +1 (604) 689-7533

**9. Date of Report:**

March 11, 2020.