

FORM 51-102F3

MATERIAL CHANGE REPORT

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

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

2. **Date of Material Change:**

The material change described in this report occurred on September 18, 2020

3. **News Release:**

On September 18, 2020, the Company issued a news release through the facilities of Stockwatch disclosing the material change.

4. **Summary of Material Change:**

On September 18, 2020, the Company announced that it had closed the first tranche of its non-brokered private placement (the "**Offering**") previously announced on September 9, 2020. Under the first tranche, the Company raised gross proceeds of \$390,525 through the issuance of 1,115,785 common shares ("**Shares**") at a subscription price of \$0.35 per share. The Company paid a cash finders' fee of \$1,715 and issued 4,900 finders' warrants. Each finders' warrant entitles the holder to acquire one additional common share at a price of \$0.35 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 January 18, 2021.

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

On September 18, 2020, the Company announced that it had closed the first tranche of the Offering previously announced on September 9, 2020. Under the first tranche, the Company raised gross proceeds of \$390,525 through the issuance of 1,115,785 Shares at a subscription price of \$0.35 per share. The Company paid a cash finders' fee of \$1,715 and issued 4,900 finders' warrants. Each finders' warrant entitles the holder to acquire one additional common share at a price of \$0.35 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 January 18, 2021.

The net proceeds of the Offering are expected to be directed toward the Company's import business operations and working capital.

The Offering 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 642,928 Shares for gross proceeds of \$225,025. The Company relied on the exemptions in Section 5.5(a) – Fair Market Value Not More Than 25% of Market Capitalization from the formal valuation requirements of MI 61-101, and relied on the exemption in Section 5.7(1)(a) – Fair Market Value Not More Than 25 Per Cent of Market Capitalization from the minority shareholder approval requirements of MI 61-101, as the fair market value of the participation in the Offering 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 Offering as the details of the participation by related parties of the Company had not been confirmed at that time and the Company wished to close the Offering as expeditiously as possible. The Offering was approved by unanimous consent resolutions of the board of directors of the Company prior to the closing of the Offering.

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:

September 28, 2020.