

FORM 51-102F3
MATERIAL CHANGE REPORT

- ITEM 1. Name and Address of Company
Lineage Grow Company Ltd.
77 King Street West
Suite 2905, P.O. Box 121, TD Centre
Toronto, Ontario M5K 1H1
- ITEM 2. Date of Material Change
April 16, 2018
- ITEM 3. Press Releases
Press release in the form of Schedule A attached hereto was disseminated on April 16 2018 via Globe Newswire.
- ITEM 4. Summary of Material Change
[Lineage Grow Company Ltd.](#) (the "**Company**" or "**Lineage**"), ([CSE: BUDD](#)) has announced the departure of David Drutz from his role as Chief Executive Officer and President, effective immediately. [Mr. Peter Bilodeau](#) will be assuming the role of interim CEO and President. Mr. Bilodeau is the former CEO of Lakeside Minerals Inc., whose name was changed to Lineage Grow Company Ltd. last year as the company made the decision to enter the cannabis space.

The Board of Directors of Lineage has also announced the appointment of [Aurelio Useche](#) as Chairman of the Board.
- ITEM 5. Full Description of Material Change
5.1 Full Description of Material Change
See Schedule A attached.
5.2 Disclosure for Restructuring Transactions
Not applicable.
- ITEM 6. Reliance on subsection 7.1(2) of National Instrument 51-102
Not applicable.
- ITEM 7. Omitted Information
Not applicable.
- ITEM 8. Executive Officer
The following officer of the Company may be contacted for further information:
David Posner, Director
1 (647) 985-6727
dposner@lineagegrow.com
- ITEM 9. Date of Report
This report is dated this 16th day of April, 2018.



Lineage Grow Company Ltd.
77 King Street West, Suite 2905
Toronto, ON M5K 1H1

April 16, 2018

**LINEAGE GROW COMPANY ANNOUNCES APPOINTMENT OF
NEW CHIEF EXECUTIVE OFFICER, AND CHAIRMAN**

Toronto, Ontario – [Lineage Grow Company Ltd.](#) (the "Company" or "Lineage"), ([CSE: BUDD](#)) announces the departure of David Drutz from his role as Chief Executive Officer (CEO) and president, effective immediately. [Mr. Peter Bilodeau](#) will be assuming the role of interim CEO and President. Mr. Bilodeau is the former CEO of Lakeside Minerals Inc., whose name was changed to Lineage Grow Company Ltd. last year as the company made the decision to enter the cannabis space. Mr. Bilodeau is also President of [Quinsam Capital Corp.](#) a merchant bank dealing exclusively with cannabis financing and investment opportunities, and [Foundation Markets Inc.](#), a boutique investment bank with extensive experience in structuring and overseeing cannabis deals.

Mr. Bilodeau commented "I have been working very closely with the company over the last few years and helped transition it into the cannabis sector. My close connection to the company and experience on it's board, should make this transition a very easy one. I am looking forward to leading the pursuit of our aggressive growth strategy through acquisitions of high quality assets that will enhance shareholder value."

The Board of Directors of Lineage also wishes to announce the appointment of [Aurelio Useche](#) as Chairman of the Board. Mr. Useche is the CEO of [Relevium Technologies](#) a publicly listed company strategically focused on the acquisition of entrepreneurial e-brands and technologies with health and wellness in mind. He has been a valuable member of the company board for several years and has extensive experience with public companies and board governance.

Mr. Useche commented "Lineage has a great team of professionals with CEO's, and past executives of several successful cannabis focused companies including, Hamish Sutherland, former COO of Bedrocan Canada, now part of Canopy Growth, David Posner, former CEO and now Chairman of Nutritional High International, and one of the founders of Tinley Beverage Co. and Aura Health Corp., and Robert Schwartz, a successful entrepreneur with extensive experience in international commerce, who was instrumental in the original formation of Lineage Grow Company. The combined knowledge base of our executive and board positions us well to be a market leader in this rapidly expanding market sector. I have very much enjoyed my time working as a Director for Lineage and look forward to assisting the company to move forward by assuming the role of Chairman."

David Posner, Director of Lineage, commented, "On behalf of the board of directors, I would like to welcome Mr. Bilodeau and Mr. Useche to their new roles. Their familiarity with the company over the past several years will ensure the company keeps a clear direction towards its targeted goals. With the addition of these new responsibilities, the company will be able to maximize its draw on their significant industry experience to move the company forward."

About Lineage Grow Company Ltd.

Lineage Grow Company Ltd. is a reporting issuer that is listed on the Canadian Securities Exchange ("CSE"). Lineage is focused on establishing, either directly or through joint venture with licensed producers, dominant vertically-integrated cannabis businesses that leverage best-in-class cultivation, distribution, and retail assets. Lineage is targeting legalized cannabis markets across multiple jurisdictions in the United States and Canada and

is seeking to deploy best practices in cultivation and retail management to drive performance across the Company's asset base. Lineage has entered into binding letters of intent to purchase two cannabis dispensaries in Oregon and one in San Jose, California.

For further information, please contact:

David Posner, Director

Lineage Grow Company Ltd.

1(647)985-6727

Email: dposner@lineagegrow.com

This news release may contain forward-looking statements and information based on current expectations. Any such forward-looking statements may be identified by words such as "expects", "anticipates", "believes", "projects", "plans" and similar expressions. Forward looking information in this news release includes the following statements: (i) management's plan to continue to pursue its aggressive growth strategy through acquisition of high quality assets in the cannabis space; (ii) management's intention to target legalized cannabis markets in the United States and Canada; (iii) management's plan to deployment advanced cultivation techniques and best-of-breed genetics, and (iv) Lineage's intention to optimize the variable costs associates with cannabis cultivation and successfully produce craft cannabis at a commercially viable industrial scale. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Such risks include operational risks; U.S. federal regulation risks; variation in state regulations; change of cannabis laws; security risks; risks related to operational permits and authorizations; risks on liability, enforcement complaints etc.; banking risks; risk that the Company's limited operating history makes evaluating its business and prospects difficult; need for funds; risk that the Company may be exposed to infringement or misappropriation claims by third parties, which, if determined adversely to the Company, could subject the Company to significant liabilities and other costs; risk that the Company may need to incur significant expenses to enforce its proprietary rights, and if the Company is unable to protect such rights, its competitive position could be harmed; risks related to trade secrets; risk that Company is dependent upon its existing management, its key research and development personnel and its growing and extraction personnel, and its business may be severely disrupted if it loses their services; risk of potential for conflict of interest; risk related to inability to innovate and find efficiencies; competition risks; risk that a drop in the retail price of medical marijuana products may negatively impact the business; consumer acceptance of marijuana; potential future acquisitions and/or strategic alliances may fail to materialize and may have an adverse effect on the Company's ability to manage its business; risk on management of growth; risk related to general economic trends; tax risk and currency fluctuation risks. For details of the risks faced by the Company, please see the Company's listing statement dated February 26, 2018 available at www.sedar.com under the Company's profile. There is no certainty that any of these events will occur. Although such statements are based on management's reasonable assumptions, there can be no assurance that such assumptions will prove to be correct. All forward-looking information herein is qualified in its entirety by this cautionary statement, and the Company disclaims any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except as required by applicable securities laws.