

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

Benchmark Botanics Inc. (the "**Company**")
#105 – 6111 London Road
Richmond, BC V7E 3S3

Item 2. Date of Material Change

November 2, 2017

Item 3. News Release

The news release dated November 3, 2017 was disseminated via Newswire and filed on SEDAR and the Canadian Securities Exchange. A copy of the news release is attached as Schedule "A".

Item 4. Summary of Material Change

The Company announced that it closed a share exchange agreement with Potanicals Green Growers Inc. (the "**Potanicals**") among the Company, Potanicals and the shareholders of all of the issued and outstanding securities of Potanicals (the "**Transaction**") which led to Potanicals becoming a 100% wholly-owned subsidiary of the Company and the business of Potanicals is now the business of the Company. Pursuant to the terms of the Transaction, the Company also announced the consolidation of its common shares on a 2.1174:1 basis, the continuation of the Company from the jurisdiction of Alberta into the jurisdiction of British Columbia and changed its name from "Kaiyue International Inc." to "Benchmark Botanics Inc."

The Company also announced that pursuant to the Transaction, the Company de-listed its common shares from the TSX Venture Exchange in order to list on the Canadian Securities Exchange.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

For a full description of the material change, see the news release attached at Schedule "A".

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

For further information, contact:
Ping (Johnson) Zhang, Chief Executive Officer
604.375.8218

Item 9. Date of Report

November 3, 2017

SCHEDULE "A"

NEWS RELEASE

(see attached)



BENCHMARK
BOTANICS INC.

#105 – 6111 London Road
Richmond, BC V7E 3S3

NEWS RELEASE

**BENCHMARK BOTANICS ANNOUNCES CLOSING OF THE TRANSACTION WITH
POTANICALS GREEN GROWERS INC. AND CSE LISTING**

Vancouver, British Columbia, Canada – November 3, 2017: Benchmark Botanics Inc. (formerly Kaiyue International Inc.) (CSE: BBT) (the "Company" or "Benchmark") is pleased to announce that further to its news releases dated August 3, 2017 and October 27, 2017, it completed the acquisition of all of the issued and outstanding shares of Potanicals Green Growers Inc. ("Potanicals") (the "Transaction") on November 2, 2017 and the common shares of Benchmark became listed and posted for trading on the Canadian Securities Exchange (the "CSE") on November 3, 2017.

Terms of Transaction

In consideration for acquiring all of the issued and outstanding shares of Potanicals (the "Potanicals Shares"), Benchmark issued an aggregate of 124,186,752 common shares (the "Benchmark Shares") to the Potanicals shareholders, on a post-consolidation basis of 4.5 Benchmark Shares for each issued and outstanding Potanicals Share, which resulted in Potanicals becoming a wholly-owned subsidiary of the Company. Upon completion of the Transaction, the Company's business has changed from mining to the licensed production of marijuana under the Access to Cannabis for Medical Purposes Regulations ("ACMPR").

On closing of the Transaction, a total of 134,186,852 common shares of Benchmark are issued and outstanding, plus 94,455 stock options to purchase post-consolidated common shares of Benchmark at a price of \$0.275 per common share (the "Benchmark Options"). Following closing of the Transaction, the outstanding Benchmark Options remain in effect until they are exercised or expire pursuant to the Company's stock option plan.

Listing of Benchmark's Shares on the CSE

On November 1, 2017, prior to completion of the Transaction, the Company delisted its common shares from the TSX Venture Exchange. On November 3, 2017, Benchmark's common shares commenced trading on the CSE under the symbol "BBT".

Share Consolidation, Continuation and Name Change

Effective November 2, 2017, prior to completion of the Transaction, the Company consolidated all of its issued and outstanding common shares based on a consolidation ratio (2.1174-to-1)

that resulted in the reduction of the Company's issued and outstanding common shares to 10,000,100 common shares on a non-diluted basis, continued its legal existence from Alberta in to British Columbia, and changed its name from "Kaiyue International Inc" to "Benchmark Botanics Inc."

Completion of Potanicals Private Placement

Also on November 2, 2017, Potanicals completed a private placement of 5,855,555 Potanicals Shares at a price of \$0.90 per Potanicals Share to raise gross proceeds of \$5,270,000 (the "**Private Placement**"). Immediately following closing of the Private Placement, Benchmark completed the Transaction effective November 2, 2017.

Business of Benchmark

The business of Benchmark is now the business of Potanicals effective as of completion of the Transaction. Potanicals was incorporated under the British Columbia *Business Corporations Act* in 2014 to capitalize on the significant opportunities in the medical marijuana market in Canada and overseas. Potanicals has built a 12,700 square foot production facility in Peachland, British Columbia to plant, grow and cultivate high-quality medical-grade marijuana using advanced and proprietary cultivation methods. On October 13, 2017, Potanicals received its license to produce marijuana under the *Access to Cannabis for Medical Purposes Regulations* ("**ACMPR**").

The primary specialized skill and knowledge requirement for success as a Licensed Producer of medicinal marijuana relates to cultivating the product. The Peachland facility is equipped with cutting-edge technologies that will enable efficient and reliable production of medical marijuana with harvest available on a bi-monthly basis. Prior to closing of the Transaction, Potanicals spent \$4.68 million building the facility and implementing its business plan.

For more information about the business of Benchmark and Potanicals, refer to the Form 2A Listing Statement available to the public under the Company's profile on www.sedar.com SEDAR and the CSE website.

Management of Benchmark

Prior to closing of the Transaction, all of the Company's current directors and officers resigned. The board of directors and senior officers of Benchmark now consists of: Ping (Johnson) Zhang, Chief Executive Officer and director; Claude (Cliff) Stowell, Chief Operating Officer and director; Peter R. Hughes, director; George Dorin, director; Haifeng Liu, director; and Richard (Rick) Lee, Chief Financial Officer. For more information regarding the directors and officers, refer to the Form 2A Listing Statement available to the public under the Company's profile on www.sedar.com SEDAR and the CSE website.

ON BEHALF OF THE BOARD
BENCHMARK BOTANICS INC.

/s/ "Ping (Johnson) Zhang"
Ping (Johnson) Zhang
Chief Executive Officer

For further information contact:
Johnson Zhang

Chief Executive Officer
604.375.8218

The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this release.

Forward-Looking Statements This news release contains forward-looking statements pertaining to various risks and uncertainties regarding future events. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of the Company. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. This news release includes forward-looking statements with respect to the business and future objectives of the Company. There are numerous risks and uncertainties that could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking information, including related to: (i) the facility and Potanicals' operations; (ii) adverse market conditions; (iii) the ability of the Company to complete financings in the future; (iv) dependence on suppliers and skilled labour; (v) government regulation and compliance with the ACMPR; (vi) managing and maintaining growth; (vii) unfavourable publicity or consumer perception litigation; and (viii) competition. The Company is not currently producing medical marijuana. There is a risk that Potanicals' Producer's License will not be amended to permit the Company to sell medical marijuana produced at its facility. Actual results could differ materially from those currently anticipated due to a number of factors and risks including the risk factors discussed in this news release and in the Company's disclosure documents, which can be found under the Company's profile on www.sedar.com and on the CSE website. These statements speak only as of the date of this news release. Except as required by law, the Company does not intend to update these forward-looking statements.