

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102 Continuous Disclosure Obligations

Pursuant to Section 4.9 of National Instrument 51-102 - *Continuous Disclosure Obligations* (“NI 51-102”), Benchmark Botanics Inc. gives notice as follows:

Item 1 Names of the Parties to the Transaction

Benchmark Botanics Inc. (formerly Kaiyue International Inc.) (the “**Company**”)
Potanicals Green Growers Inc. (“**Potanicals**”)
The shareholders of Potanicals (the “**Potanicals Shareholders**”).

Item 2 Description of the Transaction

On September 14, 2017, the Company entered into a Share Exchange Agreement, as amended, with Potanicals and the Potanicals Shareholders related to the acquisition of all of the issued and outstanding common shares of Potanicals (“**Potanicals Shares**”) in exchange for the issuance of common shares of the Company to the Potanicals Shareholders (the “**Transaction**”). Effective November 2, 2017, the Transaction was completed and all Potanicals Shareholders exchanged their Potanicals Shares for a total of 124,186,752 common shares of the Company on the basis of four and a half (4.5) common shares of the Company for every one (1) Potanicals Share. The Transaction constituted a reverse takeover of the Company, as such term is used in applicable securities laws, and as a result of the Transaction, the former Potanicals shareholders became the owners of more than 50% of the issued and outstanding common shares of the Company. As a result of the Transaction, Potanicals became the 100% wholly-owned subsidiary of the Company.

Effective Thursday, November 2, 2017, the Company consolidated its issued and outstanding common shares on the basis of one new common share for every 2.1174 issued and outstanding common shares and changed its name from "Kaiyue International Inc." to "Benchmark Botanics Inc." The new CUSIP and ISIN numbers are 081612103 and CA0816121036 respectively.

Item 3 Effective Date of the Transaction

The Transaction and the Company's share consolidation and change of name was effective Thursday, November 2, 2017.

Item 4 Name of Each Party, if any, that ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity

No party ceased to be a reporting issuer after the Transaction completed. The Company continues to be a reporting issuer in the provinces of British Columbia and Alberta and upon listing the Company's common shares on the Canadian Securities Exchange, the Company is also a reporting issuer in Ontario.

Item 5 Date of the Reporting Issuer's First Financial Year-End after the Transaction, if applicable

December 31, 2017.

Item 6 The Period, including comparative period, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year after the Transaction, if applicable

The following financial statements will be filed for the Company's first financial year after the Transaction:

- (a) unconsolidated interim financial statements of the Company for the third quarter ended September 30, 2017 compared to the third quarter ended September 30, 2016;
- (b) unconsolidated interim financial statements of Potanicals for the third quarter ended September 30, 2017 compared to the third quarter ended September 30, 2016;
- (c) consolidated audited annual financial statements of the Company for the year ended December 31, 2017 compared to the year ended December 31, 2016;
- (b) consolidated unaudited interim financial statements of the Company for the first quarter ended March 31, 2018 compared to first quarter ended March 31, 2017;
- (d) consolidated unaudited interim financial statements of the Company for the second quarter ended June 30, 2018 compared to first quarter ended March 31, 2017;
- (e) consolidated unaudited interim financial statements of the Company for the third quarter ended September 30, 2018 compared to the Company's third quarter ended September 30, 2017; and
- (e) consolidated audited annual financial statements for the year ended December 31, 2018 compared to the year ended December 31, 2017.

Item 7 Documents filed under NI 51-102 that describe the Transaction

On August 3, 2017, the Company disseminated and filed on SEDAR a news release announcing the entering into of a letter of intent dated July 28, 2017 between the Company and Potanicals and disclosing details regarding the Transaction and related transactions. On October 27, 2017, the Company disseminated and filed on SEDAR a news release announcing the approval from the Canadian Securities Exchange to list the Company's common shares and the delisting of its shares from the TSX Venture Exchange effective at the close of trading on November 1, 2017. On November 1, 2017, the Company disseminated and filed on SEDAR a news release announcing the closing of the Transaction and related transactions, including completion of a \$5,270,000 financing by Potanicals, the consolidation of the Company's issued and

outstanding common shares, and the change of the Company's name. The Company also filed a material change report on November 6, 2017.

DATED: November ◆, 2017

BENCHMARK BOTANICS INC.

Per:

"Ping (Johnson) Zhang, Chief Executive Officer"