

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Benchmark Botanics Inc. (the "Company")
Suite 105, 6111 London Road
Richmond, British Columbia
V7E 3S3

Item 2: Date of Material Change

September 10, 2018

Item 3: News Release

A news release announcing the material change was issued on September 11, 2018 through Newsfile Corp. and a copy was subsequently filed on SEDAR.

Item 4: Summary of Material Change

On September 11, 2018, the Company announced that its previously announced non-brokered private placement for aggregate gross proceeds of \$2,000,000 (the "**Private Placement**") with an arm's-length party (the "**Investor**") was closed on September 10, 2018.

The Private Placement involved the sale of 2,666,667 units (the "**Units**") at a price of \$0.75 per Unit. Each Unit is comprised of one common share in the capital of the Company (each, a "**Share**") and one common share purchase warrant (each, a "**Warrant**").

Item 5.1: Full Description of Material Change

On September 11, 2018, the Company announced that its previously announced non-brokered private placement for aggregate gross proceeds of \$2,000,000 with the Investor was closed on September 10, 2018.

The Private Placement involved the sale of 2,666,667 Units at a price of \$0.75 per Unit. Each Unit is comprised of one Share and one Warrant. Each Warrant shall be exercisable into one Share at a price of \$1.20 for a period of 24 months from the closing date of the Private Placement. All of the Units, Shares and Warrants will be subject to a restricted period of four months and one day from the date of closing of the Private Placement. The Investor has the option to subscribe for an additional 2,666,666 Units on or before the day that is five business days after the closing date of the initial subscription at a subscription price of \$0.75 per Unit.

The Company intends to use the net proceeds from the sale of the Units for general working capital purposes and the costs of setting up the Company's extraction operations.

The Company paid a fee to a certain finder (the "**Finder**") in connection with the Units issued to the Investor introduced to the Company by the Finder, consisting of a cash payment equal to 7% of the gross proceeds raised under the Private Placement.

Item 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

Jin Kuang
Interim Chief Financial Officer
+1 (604) 238-0005

Item 9: Date of Report

September [18], 2018