

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 – Reporting Issuer

Benchmark Botanics Inc. (the “Company”)
Suite 105, 6111 London Road
Richmond, BC V7E 3S3

Item 2 – Date of Material Change

October 12, 2018

Item 3 – News Release

A news release announcing the material change was issued on October 16, 2018 and disseminated through Newsfile Corp. and a copy was subsequently filed on SEDAR.

Item 4 – Summary of Material Change

The Company announced the results of the Company’s annual general meeting (the “AGM”) held on October 12, 2018 and the appointment of William Ying as Chief Executive Officer and director of the Company.

Item 5 – Full Description of Material Change

On October 16, 2018 the Company announced the results of its AGM held on October 12, 2018 and that William Ying had been appointed as Chief Executive Officer and director for the Company. In addition, Mr. George Dorin was elected Chairman of the Board at the meeting of the board of directors held immediately following the AGM.

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
(604) 238-0005

Item 9 – Date of Report

January 29, 2019.