

**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**

November 23, 2018

**Item 3 – News Release**

A news release announcing the material change was issued on December 7, 2018 and disseminated through Newsfile Corp. and a copy was subsequently filed on SEDAR.

**Item 4 – Summary of Material Change**

The Company provided a progress report on the Company’s Peachland Cannabis Complex and announced the resignation of Mr. Cliff Stowell as a director for the Company.

**Item 5 – Full Description of Material Change**

On December 7, 2018 the Company provided a progress report on the Company’s Peachland Cannabis Complex and announced that Mr. Cliff Stowell had resigned as a director for the Company.

**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.