

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

Item 1 – Reporting Issuer

Benchmark Botanics Inc. (the “Company” or “BBT”)
6111 London Road
Richmond, B.C. V7E 3S3

Item 2 – Date of Material Change

Effective date for material change of June 6, 2019.

Item 3 – News Release

A news release announcing the material change was issued on June 6, 2019 and disseminated through Newsfile. A copy of the news release was filed on Sedar.

Item 4 – Summary of Material Change

On June 6, 2019 the Company announced that it has closed its non-brokered private placement financing (the “Private Placement”) of 28,250,000 units for a total gross proceeds of \$11,300,000.

Item 5 – Full Description of Material Change

On June 6, 2019 the Company announced that it has closed its non-brokered private placement financing (the “Private Placement”) of 28,250,000 units (each, a “Unit”) at a price of \$0.40 per Unit for a total gross proceeds of \$11,300,000. Each Unit is comprised of one common share of the Company (each, a “Share”) and one common share purchase warrant (each whole warrant, a “Warrant”). Each Warrant shall be exercisable into one Share at a price of \$1.00 for a period of 24 months from the closing date of the Private Placement.

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

See Schedule “A” attached for a copy of the news release announcing the material change.

Item 6 – Reliance on Subsection 7.1(2) of National Instrument 51-102

N/A

Item 7 – Omitted Information

N/A

Item 8 – Executive Officer

Jin Kuang
Chief Financial Officer
(604) 238-0005

Item 9 – Date of Report

June 13, 2019

Schedule "A"

News Release dated June 6, 2019

Benchmark Botanics Announces Closing of Non-Brokered Private Placement for \$11,300,000

Vancouver, British Columbia--(Newsfile Corp. - June 6, 2019) - **Benchmark Botanics, Inc. (CSE: BBT) (OTC Pink: BHHKF) (FSE: BBW.F) ("Benchmark" or the "Company")**.

Benchmark is pleased to announce that, further to its news release of May 1, 2019, the Company has closed its non-brokered private placement financing (the "Private Placement") of 28,250,000 units (each, a "Unit") at a price of \$0.40 per Unit for a total gross proceeds of \$11,300,000. Each Unit is comprised of one common share of the Company (each, a "Share") and one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant shall be exercisable into one Share at a price of \$1.00 for a period of 24 months from the closing date of the Private Placement.

The Company intends to use the proceeds from the sale of the Units for general working capital purposes and the costs of setting up the Company's extraction operations. The Private Placement is subject to acceptance by the Canadian Securities Exchange.

All securities issued in connection with the Private Placement are subject to a statutory hold period expiring four months and one day after the closing of the Private Placement. Completion of the Private Placement is subject to regulatory approval.

None of the securities issued have been registered under the United States Securities Act of 1933, as amended (the "1933 Act"), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

About Benchmark Botanics Inc.

Benchmark Botanics is a diversified multi-licensed cannabis producer focused on a three-way vertical business model targeting the medical, pharmaceutical, and recreational markets in Canada and the EU. The Company's business plan also includes a strategy to become a Canadian licensed producer to pioneer selling medical cannabis and hemp in China and throughout Asia.

Benchmark Botanics is focused on producing the highest-quality, indoor-grown cannabis for patients and adult recreational consumers, as well as developing international business partnerships to extend the Company's global footprint.

Benchmark Botanics' 100% owned subsidiary, Potanicals Green Growers Inc. is a Health Canada licensed producer under the Cannabis Act and its regulations (formerly ACMPR). The Company is producing at its indoor Peachland Cannabis Complex and is in the design stage for a Phase II expansion there. Along with cultivation and production, the company's Peachland BC facility also provides propagation, cultivation, cloning, storage, research and development, genetics and is progressing towards CBD oil extraction and an EU-GMP certification.

As part of its expansion strategy the company is building a second facility, a 4-acre Pitt Meadows Greenhouse Operations in BC through a joint venture (earn-in agreement) with 1139000 BC Ltd.

The Company has established several European Union partnerships including the rights to "The Bulldog" trademark in Canada. The Bulldog trademark has a long-established successful history as one of the most well-known cannabis cafe brands in Amsterdam and around the world.

Benchmark Botanics has also established German commercial partnership to potentially export the Company's products into the EU markets.

For further information, please visit the Company's website at www.benchmarkbotanics.com or the Company's profile at www.sedar.com. If you would like to be added to Benchmark Botanics' news

distribution list, please sign up at this link <https://benchmarkbotanics.com/signup/> Investor Relations info@bbtinc.ca .

ON BEHALF OF THE BOARD OF
BENCHMARK BOTANICS INC.

/s/ "William Ying"
William Ying
Chief Executive Officer

Tel: 604-238-0005 (ext. 101)
www.benchmarkbotanics.com

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

FORWARD LOOKING INFORMATION

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. More particularly and without limitation, the news release contains forward-looking statements and information relating to Company's corporate strategy. The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Company, including, without limitation, the Company's ability to carry out its business plan. Although management of the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve risks and uncertainties. Actual results could differ materially from those currently anticipated due to several factors and risks. These include, but are not limited to, the Company's ability to identify and complete additional suitable acquisitions to further the Company's growth as well as risks associated with the medical marijuana industry in general, such as operational risks in development and production delays or changes in plans with respect to development projects or capital expenditures; the uncertainty of the capital markets; the uncertainty of receiving the required licenses, production, costs and expenses; health, safety and environmental risks; marketing and transportation; loss of markets; environmental risks; competition; incorrect assessment of the value of the potential market; ability to access sufficient capital from internal and external sources; failure to obtain required regulatory and other approvals and changes in legislation, including but not limited to tax laws and regulated regulations. Accordingly, readers should not place undue reliance on the forward-looking statements, timelines and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive.

The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws or the Canadian Securities Exchange. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.