

FORM 51-102F3 MATERIAL CHANGE REPORT

1. Name and Address of Company

Benchmark Botanics Inc. (the "Company")
Suite 400 – 3600 Lysander Lane
Richmond, BC V7B 1C3

2. Date of Material Change

August 31, 2020

3. News Release

A news release announcing the material change was issued on August 31, 2020 was disseminated and a copy was subsequently filed on SEDAR.

4. Summary of Material Change

The Company announced that it has closed its share exchange transaction to acquire 5,199,000 common shares from the shareholders of 1139000 BC Ltd., as announced on August 11, 2020. The Company now owns 10,199,000 common shares which represents 51% of the issued and outstanding share capital of 1139000 BC Ltd. and the Company issued an aggregate of 29,999,956 common shares to the shareholders of 1139000 BC Ltd.

5.1 Full Description of Material Change

Please see news release attached as Schedule "A" to this report.

5.2 Disclosure of Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

William Ying
Chief Executive Officer
(604) 238-0005

9. Date of Report

September 1, 2020

SCHEDULE "A"

NEWS RELEASE

**BENCHMARK BOTANICS COMPLETES ACQUISITION OF
ADDITIONAL INTEREST IN 1139000 B.C. LTD.**

Vancouver, BC, August 31, 2020 – Benchmark Botanics, Inc. (“Benchmark” or the “Company”) (CSE: BBT).

Further to the Company's news release of August 11, 2020, Benchmark is pleased to announce that it has completed the share exchange transaction contemplated under the share exchange agreement (the "**Agreement**") with shareholders of 1139000 B.C. Ltd. ("**1139**") and acquired 5,199,000 Common shares of 1139 from the shareholders. Benchmark now owns 10,199,000 Common shares of 1139, which will represent 51% of issued and outstanding share capital of 1139. 1139 acquired a four-acre greenhouse facility in August of 2008 with assistance from Benchmark to develop the facility into a licensed medical cannabis cultivation operation in Pitt Meadows, BC.

As consideration for the 5,199,000 Common shares of 1139, Benchmark issued to the shareholders of 1139 an aggregate of 26,999,956 Benchmark common shares (the "**Consideration Shares**"). All Consideration Shares issued are subject to a statutory hold period expiring four months and one day after the closing of the transactions contemplated under the Agreement.

About Benchmark

Benchmark is a publicly traded company based out of Vancouver, British Columbia positioned to provide financing, partnership opportunities and acquisition offers to licensed producers and ancillary businesses within the global cannabis industry. With the support of our global partners, we acquired our first subsidiary, Potanicals Green Growers Inc. in November 2017. Potanicals is an approved licensed producer of cannabis under the ACMPR that is currently cultivating within a 12,700 square foot production facility.

For more information about Benchmark, refer information available to the public under the Company's profile on SEDAR at www.sedar.com and the CSE website.

ON BEHALF OF THE BOARD OF
BENCHMARK BOTANICS INC.

"William Ying"
William Ying
Chief Executive Officer

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

Forward-Looking Statements

This news release contains forward-looking statements pertaining to various risks and uncertainties regarding future events. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of the Company. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. This news release includes forward-looking statements with respect to the business and future objectives of the Company. There are numerous risks and uncertainties that could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking information, including risks related to: (i) the facility and Potanicals' operations; (ii) adverse market conditions; (iii) the ability of the Company to complete financings in the future; (iv) dependence on suppliers and skilled labour; (v) government regulation and compliance with *The Cannabis Act* and regulations thereunder; (vi) managing and maintaining growth; (vii) unfavourable publicity or consumer perception litigation; (viii) competition; and (ix) the completion of the transactions contemplated in the Agreement. Actual results could differ materially from those currently anticipated due to a number of factors and risks including the risk factors discussed in this news release and in the Company's disclosure documents, which can be found under the Company's profile on www.sedar.com and on the CSE website. These statements speak only as of the date of this news release. Except as required by law, the Company does not intend to update these forward-looking statements.