

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

**Item 1. Name and Address of Company**

Kariana Resources Inc. (the “**Company**” or “**Kariana**”)  
1980, 1075 West Georgia Street  
Vancouver, BC  
V6E 3C9

**Item 2. Date of Material Change**

April 2, 2015.

**Item 3. News Release**

News Release dated April 7, 2015 was filed on SEDAR and disseminated via The Newswire on April 7, 2015.

**Item 4. Summary of Material Change**

The Company has completed the private placement of subscription receipts of the Company for gross proceeds of \$775,314.

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

**5.1 Full Description of Material Change**

The Company announced that further to its press release of March 20, 2015, it has completed a non-brokered private placement (the “**Financing**”) of 5,168,757 subscription receipts (the “**Subscription Receipts**”) at a price of \$0.15 per Subscription Receipt for gross proceeds of \$775,314 on April 2, 2015. Each Subscription Receipt shall be automatically converted, without payment of any additional consideration, into one unit of Kariana (a “**Unit**”) upon the date (the “**Escrow Release Date**”) of satisfaction of certain escrow release conditions, including the completion of the previously announced acquisition of Canna Delivery Systems Inc. (the “**Acquisition**”). Each Unit is comprised of one (1) common share of Kariana (each a “**Kariana Share**”) and one half of one (1/2) common share purchase warrant (each a “**Warrant**”). Each whole Warrant will entitle the holder to purchase one additional Kariana Share at a price of \$0.30 for the first year and \$0.45 for the second year from the Escrow Release Date. The Warrants will expire 24 months from the Escrow Release Date.

In connection with the Financing, upon completion the Acquisition, and subject to the approval of the Canadian Securities Exchange, the Company intends to pay a finder’s fee equal to 8% of the number of Subscription Receipts purchased by purchasers under the

Financing by the issuance of units (the “**Finder’s Fee Unit**”) that consists of one (1) Kariana Share and one half of one (1/2) common share purchase warrant (each a “**Finder’s Fee Warrant**”). Each Finder’s Fee Warrant will entitle the finder to purchase one additional Kariana Share at a price of \$0.30 for the first year and \$0.45 for the second year from the closing of the Financing. The deemed price of each Finder’s Fee Unit is equal to \$0.15. The Finder’s Fee Warrants are non-transferable and will expire 24 months from the Escrow Release Date.

All securities issued in connection with the Financing will be subject to a four month hold period in accordance with applicable securities legislation. The Company intends to use the net proceeds of the Financing to fund the costs of the Acquisition and to fund the general working capital expenses of the resulting issuer.

**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**

None.

**Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

David Velisek, Chief Executive Officer and director  
Telephone: 604- 688-9588.

**Item 9. Date of Report**

DATED at Vancouver, British Columbia, this 16<sup>th</sup> day of April, 2015.