

**BC FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER SUBSECTION 7.1(1) OF NATIONAL INSTRUMENT 51-102**

Item 1 Name and Address of Company

LKP SOLUTIONS INC..
#408-150-24th St..
West Vancouver, BC
V7V 4G8

Item 2 Date of Material Change: July 12, 2018

Item 3 News Release: Dated July 12, 2018 disseminated under section 7.1 of National Instrument 51-102

Item 4 Summary of Material Change: The Issuer Announces a Business Combination Agreement.

Item 5 Full Description of Material Change: See attached News Release

Item 6 Reliance on Section 7.1(2) OR (3) OF National Instrument 51-102

The Company is not relying on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

There is no omitted information.

Item 8 Senior Officers

Robin Dow, CEO of the Company, is knowledgeable about the material change and this report. His business telephone no. is 604-355-9986. He can also be contacted by Email at robin@dowgroup.ca.

Item 9 Dated the 12th day of July, 2018.

Robin B. Dow, CEO

July 12, 2018

LKP SIGNS DEFINITIVE BUSINESS COMBINATION AGREEMENT

FOR RTO WITH OSOYOOS CANNABIS INC.

West Vancouver, BC: **LKP Solutions Inc.** ("LKP" or the "Company") is pleased to announce that it has signed a definitive business combination agreement effective as of July 11, 2018 (the "BCA"), whereby LKP will acquire all of the issued and outstanding securities of Osoyoos Cannabis Inc. ("OSO") by way of a three-cornered amalgamation among LKP, 1160516 B.C. Ltd. (a wholly-owned subsidiary of LKP) and OSO (the "Transaction"). The Transaction will constitute a reverse takeover under applicable securities laws.

The BCA supersedes and replaces the share exchange agreement originally announced by LKP on September 12, 2017.

OSO is an Oliver, B.C. based cannabis company focused on obtaining a cultivation license pursuant to Health Canada's Access to Cannabis for Medical Purposes Regulations ("ACMPR") as well as a license to produce cannabis reductions, as contemplated by the *Cannabis Act* (Canada) recently passed by Canada's House of Commons.

THE TRANSACTION PROCESS

Pursuant to the Transaction:

1. LKP will consolidate its 16,407,054 issued and outstanding shares on the basis of 2 ½ existing common shares for each post-consolidated LKP common share (an "LKP Share");
2. 1160516 B.C Ltd. will formally amalgamate with OSO at which time LKP will then acquire 100% of the issued and outstanding shares of OSO by issuing one (1) LKP Share for each OSO share. As at the date hereof, it is anticipated that 24,504,861 LKP common shares at an ascribed value of \$11,027,187.00 will be issued to the current shareholders of OSO.
3. All OSO share purchase warrants will be exchanged on the basis of one LKP share purchase warrant for each OSO share purchase warrant. An LKP warrant will entitle the holder to acquire one LKP Share. As at the date hereof, it is



4. anticipated that 34,453,189 LKP share purchase warrants will be issued;
5. An additional 6,833,333 LKP Shares will be reserved for issuance pursuant to a conversion feature on \$1,025,000 of OSO convertible debentures.
6. The name of LKP will be changed to “Osoyoos Cannabis Inc.” or to such other name as approved by the board of directors of the resulting issuer and the Registrar of Companies; and
7. The board of directors of LKP will be reconstituted with directors nominated by OSO.

The anticipated pro forma capitalization of LKP after giving effect to the Transaction is set forth below:

Security	Number
Common Shares	31,067,683
Share Purchase Warrants	35,116,589
Common Shares Reserved for Issuance	6,833,333

OSOYOOS CANNABIS INC. (“OSO”)

OSO, a British Columbia company, is a holding company that conducts operations through its wholly-owned subsidiary, Bare Root Production Osoyoos Inc. (“BRPO”).

BRPO submitted an application to become a licensed producer under the ACMPR in the spring of 2017; as amended in December 2017. The application is currently in the Detailed Review and Initiation of Security Clearance Process stage of the licensing process.

BRPO intends to lease approximately 2.69 acres of land near Oliver for the purposes of constructing a 9,000 square foot growing facility.

BRPO also intends to lease a close proximity warehouse space (approximately 10,000 square feet) in which it will produce cannabis extracts derived from raw cannabis flower initially sourced from other licensed producers and delivered to BRPO’s facility in Osoyoos.

In this regard, a separate application is in process under the *Access to Cannabis for Medical Purposes Regulations* and the *Cannabis Act* to allow cannabis extraction operations alongside cultivation.

DIRECTORS and MANAGEMENT

OSO's leadership team includes the following seasoned executives:

Gerald Goldberg, Executive Chairman, Director
Roger Dent, Director
Ernie Eves, Director
Sara Lee Irwin, Director
John McMahon, Director

Upon closing of the Transaction, it is expected that the OSO leadership team above will appoint additional management to the resulting issuer. The Board of Directors of the resulting issuer will include at least two of whom are "independent" of the resulting issuer within the meaning of National Instrument 52-110 - Audit Committees.

LKP - PROPOSED CORPORATE CHANGES

Subject to receipt of shareholder approval, LKP intends to: (a) change its name to "Osoyoos Cannabis Inc." (or such other name as may be designated by OSO and accepted by the B.C. Company Registrar); (b) consolidate its outstanding common shares on a 2.5:1 basis; (c) approve the creation of a new stock option plan; (d) appoint auditors; and (e) approve certain administrative amendments to LKP's Articles including the implementation of an advance notice provision for the election of directors.

LKP has tentatively re-scheduled its annual special meeting (see the Company's news release of October 10, 2017) as follows:

Record date:	July 17, 2018
Material Mail Date:	August 1, 2018
Meeting Date:	August 31, 2018

LKP is currently preparing an information circular for the LKP shareholder's meeting which will be submitted to the B.C. Securities Commission (the "BCSC") for review prior to dissemination as part of an ongoing continuous disclosure review. The information circular is expected to contain prospectus level disclosure on OSO and the Transaction. The foregoing dates are subject to adjustment as a result of the BCSC review.

The Transaction is an arm's length transaction.

DISCLAIMER & READER ADVISORY

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-

looking information and are based on the parties' current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, this release contains forward-looking information relating to the intention of the parties to complete the Transaction. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the parties. The material factors and assumptions include the parties being able to obtain the necessary corporate, regulatory and other third parties approvals; licensing and other risks associated with regulated ACMPR entities; and completion of satisfactory due diligence. The forward looking information contained in this release is made as of the date hereof and the parties are not obligated to update or revise any forward looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. Not for distribution to U.S. Newswire Services or for dissemination in the United States. Any failure to comply with this restriction may constitute a violation of U.S. Securities laws.

LKP SOLUTIONS INC.
ON BEHALF OF THE BOARD

"Robin Dow"

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