

**OSOYOOS CANNABIS INC.**  
**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

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

Osoyoos Cannabis Inc. (the “Company”)  
45 Sheppard Avenue E., Ste 703  
Toronto, Ontario, M2N 5W9

**Item 2: Date of Material Change**

September 4, 2019.

**Item 3: News Release**

A news release was issued and disseminated on September 4, 2019 and filed on SEDAR at [www.sedar.com](http://www.sedar.com), a copy of which is attached hereto as Schedule "A".

**Item 4: Summary of Material Change**

The Company has announced that its letter of intent with Anahit International Corp. (“Anahit”) as previously announced on May 16, 2019 (the “LOI”) has been terminated. Pursuant to the LOI, Osoyoos and Anahit were to complete a business combination that would result in a reverse takeover of Osoyoos. Osoyoos and Anahit mutually agreed to terminate the LOI after concluding that the expected synergies of the transaction were unlikely to be realized.

**Item 5.1: Full Description of Material Change**

See attached news release at Schedule "A" to this report.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)**

Not applicable.

**Item 7: Omitted Information**

No information has been omitted on the basis that it is confidential information.

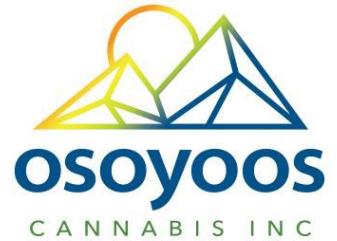
**Item 8: Executive Officer**

For additional information with respect to this material change, the following person may be contacted:

Gerry Goldberg  
Interim CEO  
(416) 460-3000  
[ggoldberg@osoyooscannabis.com](mailto:ggoldberg@osoyooscannabis.com)

**Item 9: Date of Report**

This report is dated as of the 10<sup>th</sup> day of September, 2019.



## Osoyoos Announces Termination of LOI with Anahit

Toronto, Ontario (September 4<sup>th</sup>, 2019) – Osoyoos Cannabis Inc. (CSE:OSO) (“**Osoyoos**” or the “**Company**”) wishes to announce that its letter of intent with Anahit International Corp. (“**Anahit**”) as previously announced on May 16, 2019 (the “**LOI**”) has been terminated. Pursuant to the LOI, Osoyoos and Anahit were to complete a business combination that would result in a reverse takeover of Osoyoos. Osoyoos and Anahit mutually agreed to terminate the LOI after concluding that the expected synergies of the transaction were unlikely to be realized.

The Company has applied to the CSE to resume trading of its common shares, and expects that such approval will be granted shortly. The Company will issue a further press release upon receipt of CSE approval.

### ***About Osoyoos Cannabis Inc.***

Osoyoos Cannabis Inc. is an early-stage cannabinoid extraction company based in Oliver, BC. Osoyoos Cannabis has applied for a standard processing license under the Cannabis Act for its 10,410 ft<sup>2</sup> facility and that application is currently in the review stage. The Company will offer contract tolling extraction, sale of bulk oil and development of both proprietary Osoyoos Cannabis branded and white labelled products once licensed to do so.

For further information, please contact:  
Osoyoos Cannabis Inc.  
Gerry Goldberg, Interim CEO  
Phone: (416) 460-3000

The CSE has in no way passed upon the merits of the Proposed Transaction and has neither approved or disapproved the contents of this press release.

### **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”, “may”, “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 Company’s 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 Company to become licensed in Canada to produce cannabis extracts. 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-party approvals; licensing and other risks associated with Cannabis Act (Canada) operations. 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.