

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

1. **Name and Address of Company**

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

2. **Date of Material Change**

June 30, 2020

3. **News Release**

A press release disclosing the material change were released on June 30, 2020, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

The Company completed the acquisition of AI Pharmaceuticals Jamaica Limited (“**AI Pharma**”), a company engaged in the research and development of cannabis (cannabinoids) and mushrooms (psilocin) based pharmaceutical, nutraceutical and cosmeceutical formulations and related intellectual property (the “**Acquisition**”).

5. **Full Description of Material Change**

The Company completed the Acquisition on June 30, 2020. In connection with the Acquisition, the Company entered into a share purchase agreement (the “**Share Purchase Agreement**”) dated June 26, 2020 between the Company, as purchaser, and the shareholders of 1196691 B.C. Ltd. d/b/a “PCAI Pharma” (the “**Parent**”), as vendors. Pursuant to the terms of the Share Purchase Agreement, the Company purchased from the vendors and the vendors sold to the Company, all of the issued and outstanding shares (the “**Parent Shares**”) of the Parent, a company which holds 100% of the issued shares of AI Pharma. In consideration for the Parent Shares, the Company paid to the vendors a purchase price of \$2,520,000, which was satisfied by issuing to the vendors an aggregate of 36,000,000 common shares of the Company at a deemed price of \$0.07 per share. The transaction was negotiated at arm’s length with the vendors.

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

The report is not being filed on a confidential basis.

7. **Omitted Information**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer**

For further information, contact Graham Simmonds, Chief Executive Officer at (416) 843-2881.

9. **Date of Report**

This report is dated at Toronto, this 2nd day of July, 2020.

Cautionary Statement Regarding Forward-Looking Information

Certain statements contained in this material change report 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 material change report contains forward-looking information relating to the Acquisition and the business of AI Pharma. 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 regulatory and other third-party approvals; licensing and other risks. The forward-looking information contained in this material change report 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.