

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**

July 31, 2020

3. **News Release**

A press release disclosing the material change was released on August 4, 2020, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

On July 31, 2020, the Company completed a non-brokered private placement and issued an aggregate of 20,208,340 Units of the Company (as defined below), at a price of \$0.05 per Unit, for aggregate gross proceeds of \$1,010,417.

5. **Full Description of Material Change**

On June 16, 2020, the Company announced its intention to complete a non-brokered private placement (the “**Private Placement**”) of up to 20,000,000 units of the Company (the “**Units**”), at a price of \$0.05 per Unit, for gross proceeds of up to \$1,000,000.

Each Unit will consist of one common share of the Company (a “**Common Share**”) and one-half of one common share purchase warrant of the Company (a “**Warrant**”). Each full Warrant will entitle the holder to acquire one additional Common Share for a period of twenty-four months from the date of issuance (the “**Expiry Date**”) at a price of \$0.15 per Common Share. Furthermore, the Company will have the right to accelerate the Expiry Date to be thirty days following written notice to the holders, if during the term of the Warrants the Common Shares close at or above \$0.20 per Common Share on each trading day for a period of ten consecutive trading days on the Canadian Securities Exchange. Proceeds from the Private Placement are expected to be used for general working capital needs.

On June 16, 2020, the Company closed an initial tranche of the Private Placement and issued 1,500,000 Units of the Company, at a price of \$0.05 per Unit, for gross proceeds of \$75,000.

On July 20, 2020, the Company closed a second tranche of the Private Placement and issued 8,500,000 Units of the Company, at a price of \$0.05 per Unit, for gross proceeds of \$425,000.

On July 31, 2020, the Company closed a third tranche of the Private Placement and issued 10,208,340 Units of the Company, at a price of \$0.05 per Unit, for gross proceeds of \$510,417. As at July 31, 2020, the Company had issued an aggregate of 20,208,340 Units pursuant to the Private Placement for aggregate gross proceeds of \$1,010,417.

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 12th day of August, 2020.