

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Reporting Issuer**

Herbal Clone Bank Canada Inc. (the “Company”)  
#520-800 West Pender Street  
Vancouver, BC V6C 2V6

**Item 2: Date of Material Change**

May 25, 2015.

**Item 3: News Release**

A news release was issued and disseminated on May 27, 2015 filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4: Summary of Material Changes**

The Company is pleased to announce that it has appointed Robert Riley as Chief Executive Officer and a director of the Company.

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

The Company is pleased to announce that it has appointed Robert Riley as Chief Executive Officer and a director of the Company.

Mr. Riley has been involved in the capital markets for over 20 years, beginning his career as an investment advisor in 1994. He moved on to become General Manager and then Vice President of Sales and Licensing and top producer for a start-up software developer that achieved a \$1B market cap. He is owner and president/CEO of Trident Financial Corp., a successful Vancouver-based finance/marketing company focused on the public markets. He has assisted numerous public companies in raising many millions of dollars in working capital. Mr. Riley has extensive experience in marketing and content production for film, television, print and internet broadcast.

The Company also announced that director Marc Green has resigned from the board of directors. The Company wishes to thank Mr. Green for his services to date.

**Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

For further information, please contact:

**Herbal Clone Bank Canada Inc.**

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**Item 9: Date of Report**

May 27, 2015.