

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 REPORTING ISSUER

High Hampton Holdings Corporation (the "**Company**")
8 Wellington Street East
Mezzanine Level
Toronto, ON M5E 1C5

Tel: (416) 276 - 4581

ITEM 2 DATE OF MATERIAL CHANGE

August 29, 2017.

ITEM 3 NEWS RELEASE

The news release attached hereto as Schedule "A" announcing the material change described herein was released through Market News Publishing Inc. on August 30, 2017.

ITEM 4 SUMMARY OF MATERIAL CHANGE

High Hampton Holdings Corp. (CNSX:HC) ("**High Hampton**" or the "**Company**") has closed its previously announced acquisition (the "**Acquisition**") of all of the issued and outstanding shares of Coachellagro Corp. ("**Coachellagro**"). The Acquisition constitutes a fundamental change within the meaning of the Canadian Securities Exchange ("**CSE**") policies. In connection with the closing of the Acquisition, the net proceeds of the Company's \$5,635,500 private placement of subscription receipts in support of the Acquisition (the "**Offering**") have been released to the Company from escrow. Immediately prior to closing of the Acquisition, the Company completed a consolidation (the "**Consolidation**") on the basis of five (5) pre-Consolidation common shares to one (1) post-Consolidation common share (each post-Consolidation common share, a "**Common Share**").

Pursuant to an agency agreement dated May 31, 2017 (the "**Agency Agreement**"), among Coachellagro, the Company, and First Republic Capital Corporation (the "**Lead Agent**"), the Agent agreed to act as lead agent to the Company to arrange for the sale of up to 8,471,000 subscription receipts of the Company (the "**Subscription Receipts**") for aggregate gross proceeds of up to \$4,235,500 on a "commercially reasonable efforts" private placement basis. The Lead Agent was represented by Garfinkle Biderman LLP ("**Garfinkle Biderman**"), which also acted as the subscription receipt agent, in respect of the Offering. In addition, the Company completed a non-brokered portion with certain eligible finders (the "**Finders**") for an additional 2,800,000 Subscription Receipts, such that the aggregate sale of Subscription Receipts resulted in gross proceeds of \$5,635,500 and the issuance of 11,271,000 Subscription Receipts. On completion of the Acquisition, the Subscription Receipts were automatically exercised in accordance with their terms, and were exchanged for one unit (a "**Unit**") of the Company. Each Unit consists of one Common Share and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one Common Share (a "**Warrant Share**") for an exercise price of \$0.75 per Warrant Share for a period of 24 months from the issuance of such Warrant.

Pursuant to a share exchange agreement dated June 29, 2017 (the "**Share Exchange Agreement**") among the Company, Coachellagro, and the shareholders of Coachellagro, the Company acquired all of the issued and outstanding shares of Coachellagro (the "**Purchased Shares**"). In consideration for the Purchased Shares, High Hampton issued to the shareholders of Coachellagro (the "**Coachellagro Shareholders**") an aggregate of 6,000,000 Common Shares at a deemed value of \$0.50 per Common Share.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Please see news release attached hereto as “Schedule A”.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

N/A

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) or (3) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 EXECUTIVE OFFICERS

Brendan Purdy
Chief Executive Officer, High Hampton Holdings Corporation
Tel: (416) 276-4581

ITEM 9 DATE OF REPORT

September 1, 2017

SCHEDULE "A"

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

NEWS RELEASE – For Immediate Distribution

HIGH HAMPTON HOLDINGS CORP.

CNSX – HC

August 30, 2017

High Hampton Announces Closing of Acquisition of Coachellagro Corp.

High Hampton Holdings Corp. (CNSX:HC) ("**High Hampton**" or the "**Company**") is pleased to announce that it has closed its previously announced acquisition (the "**Acquisition**") of all of the issued and outstanding shares of Coachellagro Corp. ("**Coachellagro**"). The Acquisition constitutes a fundamental change within the meaning of the Canadian Securities Exchange ("**CSE**") policies. In connection with the closing of the Acquisition, the net proceeds of the Company's \$5,635,500 private placement of subscription receipts in support of the Acquisition (the "**Offering**") have been released to the Company from escrow. Immediately prior to closing of the Acquisition, the Company completed a consolidation (the "**Consolidation**") on the basis of five (5) pre-Consolidation common shares to one (1) post-Consolidation common share (each post-Consolidation common share, a "**Common Share**").

Unless otherwise expressed, all references herein to securities issuable in the Offering and Acquisition, and corresponding subscription prices, are made on a post-Consolidation basis. All monetary references herein refer to Canadian dollars unless otherwise specified.

Conversion of Subscription Receipts

Pursuant to an agency agreement dated May 31, 2017 (the "**Agency Agreement**"), among Coachellagro, the Company, and First Republic Capital Corporation (the "**Lead Agent**"), the Agent agreed to act as lead agent to the Company to arrange for the sale of up to 8,471,000 subscription receipts of the Company (the "**Subscription Receipts**") for aggregate gross proceeds of up to \$4,235,500 on a "commercially reasonable efforts" private placement basis. The Lead Agent was represented by Garfinkle Biderman LLP ("**Garfinkle Biderman**"), which also acted as the subscription receipt agent, in respect of the Offering. In addition, the Company completed a non-brokered portion with certain eligible finders (the "**Finders**") for an additional 2,800,000 Subscription Receipts, such that the aggregate sale of Subscription Receipts resulted in gross proceeds of \$5,635,500 and the issuance of 11,271,000 Subscription Receipts. On completion of the Acquisition, the Subscription Receipts were automatically exercised in accordance with their terms, and were exchanged for one unit (a "**Unit**") of the Company. Each Unit consists of one Common Share and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one Common Share (a "**Warrant Share**") for an exercise price of \$0.75 per Warrant Share for a period of 24 months from the issuance of such Warrant.

For further information related to the Offering, please see the Company's news release dated June 1, 2017.

Completion of Acquisition

Pursuant to a share exchange agreement dated June 29, 2017 (the "**Share Exchange Agreement**") among the Company, Coachellagro, and the shareholders of Coachellagro, the Company acquired all of the issued and

outstanding shares of Coachellagro (the “**Purchased Shares**”). In consideration for the Purchased Shares, High Hampton issued to the shareholders of Coachellagro (the “**Coachellagro Shareholders**”) an aggregate of 6,000,000 Common Shares at a deemed value of \$0.50 per Common Share.

Board of Directors

The board of directors of the Company on closing of the Acquisition consists of Brendan Purdy, Richard Polanco, Christian Scovenna, David Argudo and Daniel Petrov.

Officers

The board of directors of the Company anticipates appointing the following individuals to act as officers of the Company to hold the positions set out opposite their respective names:

Brendan Purdy	-	Chief Executive Officer
Richard Polanco	-	President
Rukie Liyanage	-	Chief Financial Officer

Option Issuance

In accordance with the obligations of the Company pursuant to the Share Exchange Agreement, the board of directors of the Company will authorize the grant of 600,000 incentive stock options to certain of its consultants. Each such option entitles the holder to acquire one Common Share for a period of two years at an exercise price of \$0.50 per share. The options vest immediately on the date of grant.

Escrowed Securities

The 1,000,000 Common Shares held by Daniel Petrov and the 1,015,800 Common Shares held indirectly by Richard Polanco are subject to a mandatory escrow agreement pursuant to the policies of the CSE (the “**Mandatory Escrow**”). All remaining Common Shares issued to the Coachellagro Shareholders pursuant to the Share Exchange Agreement, exclusive of such Common Shares subject to the Mandatory Escrow, are also subject to a voluntary escrow agreement on the same terms as the Mandatory Escrow.

For more information on Coachellagro and High Hampton, please contact:

Brendan Purdy, Chief Executive Officer
Telephone: (416) 276-4581
Email: Brendan@purdylaw.ca

On behalf of the Board of Directors
High Hampton Holdings Corp.

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 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 parties to complete the Acquisition and certain ancillary transactions contemplated thereby. These transactions are subject to a number of material risks, and there is no assurance that they will be completed on the terms or within the timeframes currently contemplated, or at all. The forward-looking information contained in this press release is made as of the date hereof and the Company is 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.

All monetary references herein refer to Canadian dollars unless otherwise specified.