

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Mojave Jane Brands Inc.
Suite 2050, 1055 West Georgia Street
Vancouver, BC, V6E 3P3

Item 2 Dates of Material Change

August 14, 2020

Item 3 News Release

A news release relating to the material change was disseminated by Newsfile Corp. on August 14, 2020. The news release has also been filed on the System for Electronic Document Analysis and Retrieval (“SEDAR”) and is available at www.sedar.com.

Item 4 Summary of Material Change

Mojave Jane Brands Inc. (the “Company” or “Mojave Jane”) announced that the Company and its subsidiary HS Airway Holdings have entered into an agreement to sell the Company’s 100% membership interest in Nelson & Mark, LLC, the holder of the CALIGOLD intellectual brand property, to a company controlled by two former employees and original owners of HS Airway Holdings and 3,901,164 common shares of the Company will be returned to the Company’s treasury for cancellation.

Item 5 Full Description of Material Change

Mojave Jane Brands Inc. announced that the Company and its subsidiary HS Airway Holdings, as part of the outcomes of the earlier announced strategic review of operations and assets by the board of directors, have entered into an agreement to sell the Company’s 100% membership interest in Nelson & Mark, LLC, the holder of the CALIGOLD intellectual brand property, to a company controlled by two former employees and original owners of HS Airway Holdings.

Transaction details

- The Company will transfer to the buyer all issued and outstanding membership interests in Nelson & Mark, LLC, which holds all the intellectual property rights of the CALIGOLD brand.
- The Company will assign certain contracts and their remaining obligations to the buyer.
- The buyer will assume certain liabilities of HS Airway Holdings.
- The buyer will return 3,901,164 common shares of the Company to the Company for cancellation.

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

Mr. Cam Birge, Interim CEO of the Company, is knowledgeable about the material change contained herein and may be reached at 250.857.1315.

Item 9 Date of Report

August 14, 2020