

**Form 51-102F3**  
***Material Change Report***

**Item 1            Name and Address of Company**

Pac Roots Cannabis Corp. (the “Company”)  
#300-1055 West Hastings Street  
Vancouver, British Columbia, V6E 2E9

**Item 2            Date of Material Change**

June 8, 2020

**Item 3            News Release**

A news release was disseminated on June 9, 2020 through the facilities of Accesswire.

**Item 4            Summary of Material Change**

Mr. Marc Geen resigned as a director of the Company. In order to fill the vacancy left by Mr. Geen, the Company appointed Chad Cleland to the board of directors.

**Item 5            Full Description of Material Change**

See above.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

**Item 7            Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8            Executive Officer**

Patrick Elliott is knowledgeable about the material change and the Report and may be contacted (604)-609-6171.

**Item 9            Date of Report**

June 9, 2020