

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

February 17, 2021

Item 3 News Release

A news release was disseminated on February 17, 2021 through the facilities of Accesswire.

Item 4 Summary of Material Change

The Company announces the execution of a Share Purchase Agreement with the shareholders of Lords of Grasstown Holdings Ltd. (the “**Transaction**”). The closing date is expected to occur on February 19, 2021 pending the completion of due diligence review.

Item 5 Full Description of Material Change

The closing of the Share Purchase Agreement with the shareholders of Lords of Grasstown Holdings Ltd. (the “**Transaction**”) is expected to occur on February 19, 2021 pending the completion of due diligence review.

Following the due diligence period, the Company is satisfied with its investigations and the closing documents associated with the Transaction have been exchanged, in consideration for the share purchase agreement with Grasstown, the total purchase price will be comprised of a cash payment of \$50,000, payable within 30 days of the closing date for the Transaction and issuance of an aggregate of 6,000,000 common shares of the Company within five business days of the closing date for the Transaction. The aggregate cash and share consideration will be distributed pro rate to the shareholders of Grasstown.

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

February 17, 2021