

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 22, 2021 through the facilities of Accesswire.

Item 4 Summary of Material Change

The Company has completed the acquisition of Lords of Grasstown Holdings Ltd. (the “Transaction”).

Item 5 Full Description of Material Change

The Transaction was completed on February 22, 2021 through the acquisition of all of the issued and outstanding shares of Lords of Grasstown Holdings Ltd. (“LOGH”) from its shareholders. The consideration due for such shares consisted 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.

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 22, 2021