

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

September 15, 2021

Item 3 News Release

A news release was disseminated on September 16, 2021 through the facilities of Accesswire.

Item 4 Summary of Material Change

The Company has determined to divest its 250 acre land package in the Fraser Valley Region (the “Land Package”).

Item 5 Full Description of Material Change

The Company has determined to divest its 250 acre land package in the Fraser Valley Region via the execution of a settlement agreement (the “Agreement”) dated September 15, 2021 between the Company and 1088070 B.C. Ltd. (“1088”), the entity holding the Land Package, and the vendors of 1088. Pursuant to the Agreement, the Company will return to the vendors all of the issued and outstanding shares of 1088.

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

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

Item 9 Date of Report

September 16, 2021