

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Cannabix Technologies Inc. (the “**Company**”)
7934 Government Road
Burnaby, BC V5A 2E2

Item 2 Date of Material Change

December 7, 2017

Item 3 News Release

The news release dated December 7, 2017 was disseminated through GlobeNewswire on December 7, 2017.

Item 4 Summary of Material Change

The Company announced that it had closed its private placement of 4,000,000 units (“**Units**”) of the Company at a price of \$1.15 per Unit (the “**Offering Price**”), for aggregate gross proceeds of \$4.6 million (the “**Offering**”). Each Unit consists of one common share of the Company (a “**Common Share**”) and one common share purchase warrant, each warrant entitling the holder to purchase one additional Common Share at an exercise price of \$1.60 for a period of three years following closing. The Offering was underwritten by Cormark Securities Inc. (the “**Underwriter**”), which exercised in full its option to purchase up to an additional 500,000 Units at the Offering Price.

In connection with the Offering, the Underwriter received a cash commission of \$276,000 and 240,000 broker warrants (the “**Broker Warrants**”), each Broker Warrant entitling the holder to purchase one Unit at the Offering Price for a period of two years following closing.

In addition, the Company announced that it had closed a concurrent non-brokered private placement (the “**Concurrent Private Placement**”) of 850,000 units at the Offering Price, for aggregate gross proceeds of \$977,500. The units issued pursuant to the Concurrent Private Placement were issued on substantially the same terms as the Units issued under the Offering.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

A full description of the material change is described in Item 4 above and in the attached news release which was filed on SEDAR.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Rav Mlait, Chief Executive Officer - (604) 551-7831

Item 9 Date of Report

December 8, 2017



7934 Government Road, Burnaby, B.C., V5A 2E2
Phone: (604) 551-7831 Fax: 604-676-2767

info@cannabixtechnologies.com
cannabixtechnologies.com

PRESS RELEASE

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES.

CANNABIX TECHNOLOGIES INC. CLOSES \$4.6 MILLION BOUGHT DEAL PRIVATE PLACEMENT AND \$977,500 CONCURRENT NON-BROKERED PRIVATE PLACEMENT

Vancouver, British Columbia, December 7, 2017 - Cannabix Technologies Inc. (CSE: BLO) (the "Company") is pleased to announce that it has closed its private placement of 4,000,000 units ("Units") of the Company at a price of \$1.15 per Unit (the "Offering Price"), for aggregate gross proceeds of \$4.6 million (the "Offering"). Each Unit consists of one common share of the Company (a "Common Share") and one common share purchase warrant, each warrant entitling the holder to purchase one additional Common Share at an exercise price of \$1.60 for a period of three years following closing. The Offering was underwritten by Cormark Securities Inc. (the "Underwriter"), which exercised in full its option to purchase up to an additional 500,000 Units at the Offering Price.

In connection with the Offering, the Underwriter received a cash commission of \$276,000 and 240,000 broker warrants (the "Broker Warrants"), each Broker Warrant entitling the holder to purchase one Unit at the Offering Price for a period of two years following closing.

Non-Brokered Private Placement

In addition, the Company is pleased to announce that it has closed a concurrent non-brokered private placement (the "Concurrent Private Placement") of 850,000 units at the Offering Price, for aggregate gross proceeds of \$977,500. The units issued pursuant to the Concurrent Private Placement were issued on substantially the same terms as the Units issued under the Offering.

The Company intends to use the net proceeds from the Offering and the Concurrent Private Placement to fund research and development related to its cannabis breathalyzer technologies and for working capital and general corporate purposes.

All securities issued in connection with the Offering and the Concurrent Private Placement are subject to a statutory hold period expiring four months and one day after December 7, 2017.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state laws and may not be offered or sold in the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or unless an exemption from such registration is available.

About Cannabix

Cannabix Technologies Inc. is a leader in marijuana breathalyzer development for law enforcement and the workplace. Cannabix has established breath testing technologies in the pursuit of bringing durable, portable hand-held tools to market to enhance detection of marijuana impaired driving offences on roads at a time when marijuana is becoming legal in many global jurisdictions. Cannabix is working to develop drug-testing devices that will detect THC - the psychoactive component of marijuana that causes intoxication - using breath samples. In Particular, Cannabix is focused on developing breath testing devices for detection of recent use of THC, in contrast to urine testing for THC metabolite that requires an invasive collection and reflects use days or even weeks earlier. The devices will also be useful for other practical applications such as testing employees in the workplace where intoxication by THC can be hazardous.

On behalf of the Board of Directors of Cannabix

Rav Mlait

CEO & Director

Cannabix Technologies Inc.

For further information about Cannabix Technologies Inc. or this news release, please visit our website at www.cannabixtechnologies.com or contact the Company at info@cannabixtechnologies.com.

Caution Concerning Forward-Looking Statements

This press release contains forward-looking information that involves various risks and uncertainties regarding future events. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of the Company, such as: the use of proceeds of the Offering and the Concurrent Private Placement; that the Company will successfully develop a commercial or prototype product(s) or successful trial or pilot of company technologies; that commercial sales of any kind will actually materialize; and that the Company will have sufficient funds to complete product development. There are numerous risks and uncertainties that could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking information, including: (i) adverse market conditions; (ii) risks regarding protection of proprietary technology; (iii) the ability of the Company to complete financings; (iv) the ability of the Company to develop and market its future product; and (v) risks regarding government regulation, managing and maintaining growth, the effect of adverse publicity, litigation, competition and other factors which may be identified from time to time in the Company's public announcements and filings. There is no assurance that the marijuana breathalyzer business will provide any benefit to the Company, and no assurance that any proposed new products will be built or proceed. There is no assurance that existing "patent pending" technologies licensed by the Company will receive patent status by regulatory authorities. The Company is not currently selling commercial breathalyzers. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. Except as required by law, the Company does not intend to update these forward-looking statements.