

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Integrated Cannabis Company, Inc. (formerly, CNRP Mining Inc.) (the  
“**Company**”)  
789 West Pender Street, Suite 810  
Vancouver, B.C. V6C 1H2

**Item 2. Date of Material Change**

May 31, 2018

**Item 3. News Release**

News Release dated June 4, 2018 was disseminated via Stockwatch and Market News and filed on SEDAR on June 4, 2018.

News Release dated June 7, 2018 was disseminated via Stockwatch and Market News and filed on SEDAR on June 7, 2018.

**Item 4. Summary of Material Change**

The Company has completed the previously announced acquisition and appointed new directors and officers.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company has completed the acquisition (the “**Transaction**”) of all of the issued and outstanding shares of 1127466 B.C. Ltd. (“**X-SPRAYS**”), which holds, through a wholly-owned subsidiary, a world-wide, exclusive license for X-SPRAYS<sup>TM</sup> – a brand of state-of-the-art life-enhancement products administered via an optimal oral spray delivery system, a private British Columbia company, pursuant to the terms of a share exchange agreement dated October 24, 2017, as amended, (the “**Share Exchange Agreement**”). The Transaction constitutes a “fundamental change” for the Company pursuant to the policies of the Canadian Securities Exchange (the “**CSE**”).

In consideration for the Transaction, the Company issued 16,500,000 common shares in the capital of CNRP (the “**Payment Shares**”) to the holders of X-SPRAYS securities at a deemed price of \$0.30 per Payment Share. In addition, up to 28,000,000 CNRP shares will be issuable upon certain commercial milestones being achieved by X-SPRAYS.

In connection with the Transaction, the Company also issued 1,650,000 common shares to an arm's length third party at a deemed price of \$0.30 per Common Share as a finder's fee.

The Company changed its name from CNRP Mining Inc. to Integrated Cannabis Company, Inc. on June 6, 2018.

The Company's common shares will resume trading on the CSE on June 8, 2018 under the symbol "ICAN".

### **New Directors and Officers**

In connection with the closing of the acquisition, the Company announces that certain of its previous directors and officers have resigned. The Company announces that the board of directors now consists of John Knapp, Clive Spray, Sothi Thillairajah and Nishal Kumar. Management now consists of John Knapp (CEO), Clive Spray (Chief Scientific and Operations Officer) and Eugene Beukman (CFO and Corporate Secretary).

The following are brief descriptions of the new directors and officers of the Resulting Issuer:

#### **John Knapp –CEO, and Director**

A pioneer in the legal cannabis industry and trained engineer, John Knapp is the founder of Colorado-based Good Meds and Bosm Labs, both award-winning vertically integrated medicinal-grade cannabis business operating a 90,000 sf cultivation and extraction facility in Denver. Mr. Knapp is also the former COO of PharmaCielo, a Colombian based, globally focused medicinal-grade cannabis extract company.

Previously, Mr. Knapp's professional endeavors include highly specialized cannabis consultation. Among these tasks are the design and engineering of proprietary cannabis manufacturing systems enabling the optimization of production yield and manufactured product output. As an early entrepreneur in the legal cannabis sector and recognized expert in the field, Mr. Knapp has lead over two dozen cannabis projects in eight States, Canada and Latin America.

#### **Clive Spray – Chief Scientific and Operations Officer and Director**

Dr. Clive Spray has spent his career in plant biology and nutrition. In 2011, Dr. Spray co-founded Spray Labs LLC, with the express purpose of developing, manufacturing and marketing high-quality, efficacious nutritional supplements based on the previously developed spray delivery system. Over the last 6 years, Dr. Spray has continued to develop and enhance not only the delivery system but also the range of products.

He received his undergraduate and Ph.D. degrees in Chemistry in the UK, during which time he published his thesis on the analgesic properties of plant derived natural products. His post-doctoral studies included 15 years of research at UCLA, working at the forefront of the mapping of plant genomes, and publishing 27 papers on the subject. Since 1997, Dr. Spray has been responsible for the development and production of a range of liquid spray vitamins and a

number of powdered nutritional products and developed and innovative oral spray delivery system for nutritional supplements.

#### **Sothi Thillairajah – Director**

Mr. Thillairajah has two decades of experience in management, international finance, advising North American corporations on Middle East joint ventures and early-stage, mineral projects in Africa and Latin America. He also has extensive experience working with investment professionals at Middle Eastern financial institutions, sovereign-wealth funds, and investment offices evaluating and recommending hedge funds and private equity investments.

#### **Nishal Kumar – Director**

Mr. Kumar is an entrepreneur in Vancouver, British Columbia. Mr. Kumar worked at Geopacific Consultants Ltd., Tesla Motors, and now runs two of his own companies. The first one, EVitems, makes coat hooks and other after-market parts and products for the Tesla cars. With his other company, he recently launched a product called DHM Destroy Hangover Mornings - a plant-powered supplement that reduces hangover symptoms and the toxic effect of alcohol on your body. Nishal holds a BSc in Geophysics and Commerce from the University of British Columbia.

#### **Eugene Beukman – Chief Financial Officer and Corporate Secretary**

Mr. Beukman is Corporate Counsel of Pender Street Corporate Consulting Ltd., a private company that provides accounting, legal and administrative services, and has held this position since January 1994. Mr. Beukman was previously employed as a legal advisor to the predecessor of BHP Billiton, a leading global resources company, a producer of major commodities, including iron ore, metallurgical coal, copper and uranium, with substantial interests in conventional and unconventional oil and gas and energy coal, and a company that creates long - term shareholder value through the discovery, acquisition, development and marketing of these natural resources. Mr. Beukman has over 20 years' experience in the acquisition of assets and joint ventures.

### **5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

The Company prepared a Filing Statement in respect of the Transaction dated as of May 18, 2018 (the “**Filing Statement**”). The Filing Statement is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and is incorporated by reference herein.

### **Item 7. Omitted Information**

None.

**Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Eugene Beukman, Chief Financial Officer  
Telephone: (604) 687-2038

**Item 9. Date of Report**

June 8, 2018