

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Integrated Cannabis Company, Inc. (the “Company”)
810 – 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2 Date of Material Change

May 7, 2019

Item 3 News Release

The news release was disseminated on May 8, 2019 by way of the facilities of GlobeNewswire. Copies were also forwarded to the applicable Securities Commissions via SEDAR.

Item 4 Summary of Material Change

The Company announces a first tranche closing of its non-brokered private placement announced April 24, 2019.

Item 5.1 Full Description of Material Change

The Company is pleased to announce a first tranche closing of its non-brokered private placement announced April 24, 2019 (the “Offering”).

Pursuant to the first tranche, the company issued 11,404,000 units at a price of \$0.25 per unit for gross proceeds of \$2,851,000.

Each Unit is comprised of one common share in the capital of the Company (a “Share”) and one-half of one common share purchase warrant (each whole warrant, a “Warrant”). Each Warrant shall be exercisable to acquire one additional Share at a price of \$0.375 for a period of two years from the date of issuance. In the event that the Shares trade at a closing price of greater than \$0.50 per Share for ten (10) consecutive trading days, the Company may accelerate the expiry date of the Warrants to expire on the 30th day after the date on which such notice is given.

In connection with the closing, the company paid an aggregate of \$51,525.00 in finder fees and issued 117,250 finder warrants that have the same terms as the Offering warrants.

All securities issued in connection with the Offering will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation and will also be subject to a voluntary hold period of six months from the date of issuance. The Offering is not subject to a minimum aggregate amount of subscriptions. The net proceeds from the Offering will be used for general corporate purposes.

The Proposed Transaction

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 5 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 6 Omitted Information

Not applicable.

Item 7 Executive Officer

Eugene Beukman, Director & CFO
Business Telephone: 604-687-2038

Item 9 Date of Report

May 8, 2019