

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

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

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

**Item 2. Date of Material Change**

July 31, 2019.

**Item 3. News Release**

News Release dated July 31, 2019 was disseminated via Stockwatch and filed on SEDAR on July 31, 2019.

**Item 4. Summary of Material Change**

The Company has completed the acquisition of Ganja Gold Inc. and appointed new director and officers of the Company.

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

**5.1 Full Description of Material Change**

The Company announced that further to its press release of July 4, 2019, and pursuant a share exchange agreement dated June 17, 2019 (the “**Definitive Agreement**”) among the Company, Ganja Gold Inc. (“**Ganja Gold**”) and the shareholders of Ganja Gold, pursuant to which, the Company will acquire all of the issued and outstanding shares of Ganja Gold (the “**Transaction**”). Ganja Gold is a California based State and municipally licensed cannabis manufacturing business.

In consideration for the Transaction and pursuant to the terms of the Definitive Agreement, Integrated Cannabis: (a) has issued an aggregate of 40,000,000 common shares of Integrated Cannabis (the "Payment Shares") pro rata to shareholders of Ganja Gold at a deemed price of \$0.31 per Payment Share on the closing of the Transaction (the “**Closing Date**”); and (b) will issue up to an additional 40,000,000 Payment Shares upon Ganja Gold completing certain milestones after the Closing Date. The Payment Shares will be subject to a voluntary hold period of 12 months from the Closing Date which expires July 31, 2020.

In connection with the Transaction, the Company issued 3,200,000 common shares (the “**Finder Shares**”) to an arm’s length third party finder at a deemed price of \$0.31 per

Finder Share. The Finder Shares are subject to a statutory hold period of 4 months and a day from the Closing Date which expires December 1, 2019.

The acquisition of the Ganja Gold assets will allow Integrated Cannabis to directly produce and develop its X-SPRAYSTM products and facilitate the expansion of the company's business to enhance distribution to pharmacies and specialty retailers looking to carry products going forward.

None of the securities to be issued pursuant to the Transaction have been or will be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and any securities issued pursuant to the Transaction are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to Rule 506(b) of Regulation D and/or Section 4(a)(2) of the U.S. Securities Act and applicable exemptions under state securities laws. In addition, the securities issued under an exemption from the registration requirements of the U.S. Securities Act will be "restricted securities" as defined under Rule 144(a)(3) of the U.S. Securities Act and will contain the appropriate restrictive legend as required under the U.S. Securities Act.

Furthermore, the Company would like to announce that Seth Wiles has been appointed President. Mr. Wiles has a proven track record as an innovator and infrastructure builder. Seth has a degree in Finance and Business Admin from CUNY-Queens College. In addition, the Company announces the resignation of John Knapp as the Chief Executive Officer and a Director of the Board of Directors effective immediately. The Company wishes to sincerely thank Mr. Knapp for his contributions and services as a director and officer and wishes him all the best in his future endeavours.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

## **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, Director  
Telephone: 604- 687-2038

**Item 9. Date of Report**

DATED at Vancouver, BC, this 31<sup>st</sup> day of July, 2019.