

**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**

August 19, 2019

**Item 3 News Release**

The news release was disseminated on August 19, 2019 by way of the facilities of Stockwatch. Copies were also forwarded to the applicable Securities Commissions via SEDAR.

**Item 4 Summary of Material Change**

The Company announces that Mr. Seth Wiles has been appointed to the Board of Directors, effective immediately. The Company also announces that has retained leading corporate communications firm, Midam Ventures, LLC (“Midam”). Midam will act at arm's length to the Company and will be paid a \$50,000USD per month cash retainer, and 300,000 restricted common shares, for a 6-month period commencing August 15<sup>th</sup>, 2019.

**Item 5.1 Full Description of Material Change**

The Company announces Integrated Cannabis Company, Inc. (CSE: ICAN, OTCQB: ICNAF) (“**Integrated Cannabis**” or the “**Company**”), announces that Mr. Seth Wiles has been appointed to the Board of Directors, effective immediately.

Mr. Wiles has a proven track record as an innovator and infrastructure builder. Mr. Wiles was the Senior Vice President and head of Business Development for Procan Labs. He was a part of the team that build out the largest distillate manufacturer in the state. Mr. Wiles was also the Senior Vice President of Sales and Operations at PR Newswire, the largest newswire agency in the United States. PR Newswire is owned by United Business Media.

Mr. Wiles was Chief Operations Office at AccuBraille, a \$10 million annual grossing manufacturing, along with ContractorOnline, a dotcom technology company acquired by Realtor.com. He has experience bringing multiple companies public. Mr. Wiles also has a degree in Finance and Business Admin from CUNY-Queens College.

Additionally, the Company will be launching an expanded shareholder communications initiative designed to provide improved visibility into the Company’s current and planned operations. The initiative was prompted by an increase in shareholder inquiries and the Company's desire for improved transparency for its stakeholders.

The program is comprehensive and includes further updates to the Company’s website and investor relations portal, consistent shareholder messaging in the form of video & blog posts, an active blog with articles provided by in-house contributors, as well as an expanded and comprehensive social media strategy. In order to execute on this program, the Company will seek to increase its shareholder communications with the launch of new features each month. In support of its shareholder relations initiative, the Company has retained leading corporate communications firm, Midam Ventures, LLC

("Midam"). Midam will act at arm's length to the Company and will be paid a \$50,000USD per month cash retainer, and 300,000 restricted common shares, for a 6-month period commencing August 15<sup>th</sup>, 2019.

To the knowledge of the Company, Midam Ventures, LLC and its principals do not own any of the Company's securities. Further, beyond those transactions disclosed on SEDI.ca, the Company has no knowledge of any directors trading the Company's securities within the last 90 days. Beginning August 15<sup>th</sup>, 2019, Midam Ventures LLC has arranged for dissemination of third party research articles to be published on MarijuanaStocks.com independent from the Company, while allowing the Company to retain editorial control to ensure consistency across all articles and to ensure that all published material was derived from information in the public domain such as the Company's website and public filings [found on www.sedar.com](http://www.sedar.com).

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

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

**Item 9 Date of Report**

August 23, 2019