

**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**

June 28, 2019

**Item 3 News Release**

The news release was disseminated on June 28, 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 has entered into a consulting agreement with iCap Ventures Inc. for services related to financial and operational analysis, the review of strategic opportunities and general guidance to the Company's capital markets approach (the “Services”). As compensation for the Services, Integrated Cannabis has issued 609,677 common shares (the “Shares”) at a deemed price of \$0.31 per share and has issued 1,500,000 options exercisable at \$0.32 for a period of five years from the date of issuance.

**Item 5.1 Full Description of Material Change**

The Company has entered into a consulting agreement (the "**Agreement**") with iCap Ventures Inc. ("**iCap**") for services related to financial and operational analysis, the review of strategic opportunities and general guidance to the Company's capital markets approach (the "**Services**").

As compensation for the Services, Integrated Cannabis has issued 609,677 common shares (the “Shares”) at a deemed price of \$0.31 per share and has issued 1,500,000 options exercisable at \$0.32 for a period of five years from the date of issuance.

The Shares are subject to a voluntary escrow, and will be released quarterly starting 3 months from the date of the Agreement. The Options are subject to a four month hold period.

iCap does not currently hold any common shares in the capital of the Company and does not have any direct or indirect interests in the Company other than in connection with the Agreement. The Agreement will remain valid for an initial one-year term.

**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**

June 28, 2019