

51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

Worldwide Marijuana Inc.
700, 1199 West Hastings Street
Vancouver, BC V6E 3T5

Item 2 Date of Material Change

January 13, 2016

Item 3 News Release

The news release dated January 13, 2016 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Robert Marsh, Chief Executive Officer

Item 9 Date of Report

January 13, 2016

WORLDWIDE MARIJUANA INC.
700, 1199 WEST HASTINGS STREET
VANCOUVER, BRITISH COLUMBIA V6E 3T5
Telephone 250-812-4980

CORPORATE UPDATE
CORPORATE UPDATE

January 13, 2016

WORLDWIDE MARIJUANA INC. (“WMI” or the “Company”) (CSE: “WWM”) is pleased to provide the following corporate and industry update:

The relationship with the parties under LOIs referred to in the Company’s listing statement that have applications to become Licensed Producers continues to be strong. MedCann and Monashee Medical entered into acquisition agreements with Worldwide almost a full year before the corporation went public after the reverse takeover with Inexo. The assessment by the CEO of Worldwide has always been that the process of obtaining a license from Health Canada would be a long painstaking event and that has proven to be true. Following is a summary of data received from Health Canada in the context of the Company’s efforts to progress with its various initiatives:

DELAYS IN AWARDING LICENSES

The Company, along with most other applicants under Health Canada’s MMPR program, has experienced unanticipated delays in having their application processed. According to the MMPR Dashboard released on 31 August, 2015, which provides the actual data about applications submitted to Health Canada, WMI has learned that there have been 1408 applications received by the Minister. Of those received 1,012 applications were deemed either “incomplete, refused or withdrawn” with only 351 remaining active under their heading of “Total Licensed Producer Applications in Process”. The 351 “applications in progress” are in various stages: 138 in enhanced Screening; 51 at the Refusal Review stage; 68 at the Security Screening stage; and 113 at the Review Phase.. These various steps in the multi-step process currently in use by Health Canada accounts for the 1408 applications received. The various projects that WMI’ has contractually secured through third parties have taken a significantly longer period to be processed than was anticipated with some delays attributable to both Court cases involving claims made against Health Canada and the federal election.

NEW GOVERNMENT – NEW MANDATES

.WMI and other applicants have been encouraged by the new direction and tone of Prime Minister Justin Trudeau. WMI’s applicants received email confirmation months before the election that they were in the Review Phase. Medcann Health Products Ltd news from Health Canada indicated they would be contacted if corrective action was required to their application before approval. Monashee Medicinal MJ Inc. received a Corrective Action demand from Health Canada. The updated information to their application was received and acknowledged just as the federal election activity started. WMI assesses that this means that the requirements for the license issue is close and by review of the MMPR Dashboard WMI can report that these assets are in the final group of 113 to receive the last look or “final review” and anticipate the new Minister of Health and MMPR staff will issue a license soon.

Prior to the recent federal election Prime Minister Trudeau made certain promises relative to changing the marijuana laws which have now, post-election, turned into a written mandate to three ministers that include Health, Justice, and Public Safety and Emergency Preparedness. Reference to impending changes to the marijuana laws were repeated in the Throne Speech as the new government commenced work on 4 December 2015. This mandate is “to work with your colleagues and through established legislative, regulatory, and Cabinet processes to deliver on .efforts that will lead to the legalization and regulation of marijuana” (PM mandate letter November 2015)

While the mission focus of WMI remains with the current MMPR, which makes marijuana legal for medical use, WMI will act as a stakeholder at all levels of Government referred to under the issued mandate. WMI will provide access to clients that require the talents and qualifications of its Board of Directors where and when requested. WMI's clients include patients, doctors and those MMPR applicants needing information about legislation in order to operate. Inroads are being made to continue Health Canada stakeholder status granted to the CEO of WMI while changes to the MMAR were being considered in 2013. With the knowledge gained and the network established WMI will seek to assist local municipalities such as Victoria with their study and assessment of the coming project to legalize Marijuana by our new government ministers.

WMI PROJECTS AND INITIATIVES

With delays forecast in obtaining Licenses from Health Canada as WMI was coming into the public market, a decision was made to create a three pronged approach in the medical marijuana business sector. They include: the acquisition of MMPR Licensed Producers, the acquisition of infrastructure and acquisition or partnering with ancillary businesses supporting marijuana operations and capable of providing cash flow to WMI in the Marijuana industry sector that does not require a license with Health Canada and an inherent wait to commence operations as described below in our ancillary business sector.

Monashee Medicinal – a 17 acre property in Revelstoke, B.C. which applied for a MMPR license. Health Canada confirmed by e-mail that this application required a corrective action report. Acknowledgement of this report by Health Canada in October 2015 placed this application in final review. WMI has had a Letter of Intent in place with the owner/operator for 100% ownership of this facility and license since April 2014. The acquisition cost of \$3 million includes the land parcel, LP once it is received, four staff assigned in the LP application and provides for the construction of the facility once the approval is issued by Health Canada. Funds required to become operational include the building costs of approximately \$3million which will be raised once the LP has been granted.

MedCann Health Products Ltd – a 9,500 square foot facility with room to double capacity by expansion in Chemainus, BC. Health Canada confirmed by email this application is in final committee review stages for approval and needs no corrective actions to the application. WMI has had an LOI agreement for 100% ownership of this facility and licence since July, 2014. Acquisition cost is \$3.2 million. Funds required to complete the acquisition is \$2.8 million. A Distribution Contract is part of the acquisition. It will cash flow at \$5.4million (3 yr. term with an additional 3 yr. option) to a fellow licensed LP.

Saskatchewan Facility - a 65,000 square foot facility on 21 acres. An MMPR licence application has been submitted for approval and is in the Health Canada progress phase. WMI has a Memorandum of Understanding with the purchaser of this facility. The purchaser has an LOI for acquisition of this facility and the associated Health Canada license granting LP status along with a distribution contract to a sister facility on Vancouver Island with a well-developed network into the pharmaceutical market.

Ashland, Oregon USA: WMI has an LOI with an owner/operator of a 7 acre farm that is in Oregon. Discussions between WMI and Anna Ranch of Ashland started in May, 2015 as Oregon State organized a referendum for the legalization of marijuana to be approved in July 2015. This LOI establishes a first for WMI to become involved in the licensing process for legalized marijuana in one of the states which permits Canadian business involvement. WMI is conducting due diligence on the possibility of acquisitions or mergers with companies in four other States involved in legalized marijuana businesses.

Trail B.C. – The Trail facility is 40,500 square foot. on 17 acres. There is potential to develop an additional 28,000 square foot of production space in two additional buildings. WMI has an option to purchase this property. The potential to turn this into an MMPR facility or a leasehold property is being evaluated. A purchase and sale agreement for \$2.2million is in place providing the option for WMI. Funds required to complete the purchase is \$2 million.

ANCILLIARY BUSINESS (MARIJUANA RELATED)

WMI has been approached and has opened discussions with companies that will provide services to LPs and Patients and Medical operations. These include services of transportation, recycling, LP seed to sale data management, patients' data management for LPs, doctors and medical outlets and computer driven environmental control technology. News will be provided when definitive agreements are finalized and funding is raised to either acquire or partner with these businesses.

OUTLOOK

A strong relationship exists between the Company and those under LOI contracts with WMI and its ongoing interface with Health Canada. Notwithstanding the inordinate delays from Health Canada and the uncertain business environment that has been created, WMI management has for the past many months made extraordinary efforts to ensure that facilities would be in place to allow for the completion of multiple transactions once an LP has been approved by Health Canada. Given the current status recently announced by Health Canada management has every reason to expect a positive resolution within the next 90 days. WMI fully expects that two of three licenses which have passed final reviews will be issued soon. The third is still in the screening phase and should be granted at a later date. There is great potential inherent in the WMI operational plan but the major issue remains the uncertainty of the timing for the acquisition of an LP. With the arrival of the new government and the promises to legalize and regulate marijuana WMI believes that the delays experienced to date will dissipate and the applicants in the WMI portfolio will be successful in order to enable WMI to fully execute on its business plan.

ON BEHALF OF THE BOARD OF DIRECTORS

s/ "Robert Marsh"

Robert Marsh,
President and Chief Executive Officer

"Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release." The information contained herein contains "forward-looking statements" within the meaning of applicable securities legislation. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements." Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements. Investors are cautioned against attributing undue certainty to forward-looking statements. These forward looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances. Actual events or results could differ materially from the Company's expectations or projections.

About the Company

Further information about the Company is available under its profile on the SEDAR website www.sedar.com and on the CSE website www.thecse.ca.

THE CANADIAN SECURITIES EXCHANGE HAS NOT REVIEWED, NOR APPROVED OR DISAPPROVED THE CONTENT OF THIS PRESS RELEASE.