

51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

Worldwide Marijuana Inc.
14th Floor, 1040 West Georgia Street
Vancouver, BC V6E 4H8

Item 2 Date of Material Change

April 12, 2017

Item 3 News Release

The news release dated April 12, 2017 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

April 12, 2017

WORLDWIDE MARIJUANA INC.
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Telephone 250-812-4980

WORLDWIDE MARIJUANA ANNOUNCES MANAGEMENT & BOARD CHANGES

Vancouver, B.C., April 12, 2017 – Worldwide Marijuana Inc. (CSE: WWM) the “Company” or “Worldwide”) is pleased to announce the appointment of a new management team to spearhead the recapitalization and reorganization of the Company.

Incoming directors and officer appointments effective April 10, 2017 are as follows:

- *President & Chief Executive Officer (CEO) – Mr. Robert van Santen, CPA, CA, CMT*
- *Chief Financial Officer (CFO) – Ms. Annie Storey, CPA, CA*

Mr. Robert Marsh, former President and CEO of the Company, has resigned his executive appointments but will remain as a director to provide guidance and continuity to the new management team. The directors of the Company are therefore Rob van Santen, Annie Storey, and Bob Marsh.

The immediate objective is to bring the Company’s required filings up to date under National Instrument 51-102 of the Canadian Securities Administrators, which includes the audited annual financial statements with accompanying MD&A and Officer Certificates as at and for the years ended October 31, 2015 and 2016. After completion of these filings, the Company will re-apply to meet all the initial listing requirements of the Canadian Securities Exchange by way of a new Listing Application as a Life Sciences Issuer.

Mr. van Santen has over 30 years of investment industry and financing experience, providing financial and intellectual capital to both private business and the public markets. He began his career in 1986 as an Investment Advisor with Burns Fry (now BMO Nesbitt Burns), was recognized as “Broker of the Year” in 1994, and left the industry as a Senior VP to establish family-controlled venture capital, merchant, and investment banking operations. Mr. van Santen is currently Managing Director of Agilis Capital Corp., CIO at Westland Capital Advisors S.A., and Chairman and CEO of Valens GroWorks Corp., a publicly-traded cannabis-focused company integrating an end-to-end global “plants to premium products” bioscience platform. Rob holds a Bachelor of Commerce degree in organizational behavior from Concordia University, Chartered Accountant, Chartered Professional Accountant, and Chartered Market Technician’s designations, as well as certifications that include the Canadian Securities Institute’s CSC (Honours), CPC (Honours), PDO and the OLC.

Ms. Storey brings over 25 years of diverse financial reporting and management experience, including seventeen years in public practice in the areas of audit, accounting, and quality control with national (MNP) and international (KPMG) financial consulting and advisory firms. As a public company audit partner, she navigated complex regulatory environments to meet cross-border reporting requirements. Ms. Storey holds Chartered Accountant and Chartered Professional Accountant designations, has held teaching positions with the BCIT and the CA School of Business, and CFO and director positions with several publicly traded companies. Ms. Storey earned a Bachelor of Business Administration degree from Simon Fraser University with majors in finance and international business, and is a member of the Institute of Chartered Accountants of B.C.’s Practice Review & Licensing Committee, the Canadian Institute of Chartered Accountants’ Practitioners’ Technical Advisory Committee, and regularly participates on boards of non-profit organizations.

“I welcome this opportunity to join Bob and Annie on the Board, and to apply corporate reorganization experience and connections to assist in the resurrection of Worldwide Marijuana. The rapidly growing medical-marijuana industry offers considerable opportunities for consolidation, with specific knowhow and solid operational experience in short supply.” said Rob van Santen, incoming CEO. “With the talent and operational experience available within my growing network, our objective is to bring together a team that can capitalize on the myriad of timely opportunities the end of prohibition offers.”

***On behalf of the Board of Directors,
WORLDWIDE MARIJUANA INC.***

*(signed) “Robert van Santen”
Chief Executive Officer*

For further information, please contact:

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Cautionary statements

This press release contains forward-looking information based on current expectations. Statements about the Company’s expectations are all forward-looking information. These statements should not be read as guarantees of

future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Worldwide Marijuana assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law. Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release. We seek safe harbor.