

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

Item 1 Name and Address of Company

Global Cannabis Applications Corp. (the “**Company**”)
PO Box 43, Suite 830, 1100 Melville Street
Vancouver, BC Canada V6E 4A6

Item 2 Date of Material Change

November 30, 2018

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of the Newswire on November 30, 2018.

Item 4 Summary of Material Change

The Company announced it has closed the second and final tranche of its non-brokered private placement (the “**Private Placement**”). Pursuant to the Private Placement, the Company has issued a further 450,000 units at a price of \$0.18 per unit (the “**Financing Units**”) for gross proceeds of \$81,000. Each Financing Unit consists of one common share and one common share purchase warrant, whereby each warrant entitles the holder to purchase one additional common share of the Company for a period of two years from closing at an exercise price of \$0.33 per common share.

Finders’ fees in the form of cash commissions totalling \$5,670 and non-transferable finders’ warrants totalling 31,500, representing 7% of the gross proceeds and 7% of the number of Financing Units distributed, respectively, have been paid and issued to an arm's-length finder. Each finder’s warrant entitles the holder to purchase one additional common share of the Company for a period of two years from closing at an exercise price of \$0.33 per common share.

In addition, in connection with the Private Placement, the Company has settled an aggregate of \$124,900.20 in debt through the issuance of 693,890 units, each issued at a deemed value of \$0.18 (the “**Creditor Units**”), to various creditors, two of whom are officers of the Company. Each Creditor Unit also consists of one common share and one common share purchase warrant, whereby each warrant entitles the holder to purchase one additional common share of the Company for a period of two years from closing at an exercise price of \$0.33 per common share.

In addition, the Company also announced that, in accordance with a Release and Settlement Agreement made effective November 22, 2018, between the Issuer, OPINIT LLC, and the holders of shares of OPINIT LLC, all of whom entered into a share exchange agreement on August 30, 2016, pursuant to which the Issuer agreed to purchase 100% of the outstanding shares of OPINIT LLC, GCAC shall be issuing an aggregate of 1,500,000 common shares to settle all payments, conditions, contingencies, covenants, agreements, acknowledgements, representations, warranties, understandings, inducements and all other obligations among the parties relating to the share exchange agreement. The deemed value of these shares is \$240,000 and the shares will also be subject to a statutory hold period of four months from the date of issuance.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the news release attached as Schedule "A" for a full description of the material change.

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

Not applicable.

Item 8 Executive Officer

Bradley Moore, Chief Executive Officer
Telephone: 855-269-9554

Item 9 Date of Report

November 30, 2018

SCHEDULE "A"



Global Cannabis Applications Corporation

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/NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES/

Global Cannabis Closes Final Tranche of Private Placement

Vancouver, British Columbia, Canada, November 30, 2018 – Global Cannabis Applications Corp. ("GCAC" or the "Company") (CSE: APP, FSE: 2FA, OTCQB: FUAPF), a leading developer of innovative data technologies for the medical cannabis industry, announces it has closed the second and final tranche of its non-brokered private placement (the "Private Placement").

Pursuant to the Private Placement, the Company has issued a further 450,000 units at a price of \$0.18 per unit (the "Financing Units") for gross proceeds of \$81,000. Each Financing Unit consists of one common share and one common share purchase warrant, whereby each warrant entitles the holder to purchase one additional common share of the Company for a period of two years from closing at an exercise price of \$0.33 per common share.

Finders' fees in the form of cash commissions totalling \$5,670 and non-transferable finders' warrants totalling 31,500, representing 7% of the gross proceeds and 7% of the number of Financing Units distributed, respectively, have been paid and issued to an arm's-length finder. Each finder's warrant entitles the holder to purchase one additional common share of the Company for a period of two years from closing at an exercise price of \$0.33 per common share.

Net proceeds from the Private Placement will be used for working capital and general corporate purposes.

In addition, in connection with the Private Placement, the Company has settled an aggregate of \$124,900.20 in debt through the issuance of 693,890 units, each issued at a deemed value of \$0.18 (the "Creditor Units"), to various creditors, two of whom are officers of the Company. Each Creditor Unit also consists of one common share and one common share purchase warrant, whereby each warrant entitles the holder to purchase one additional common share of the Company for a period of two years from closing at an exercise price of \$0.33 per common share.

All securities issued in connection with the Private Placement are subject to a statutory hold period of four months from the date of issuance.

As officers of the Company participated in the Private Placement by receiving an aggregate of 277,778 Creditor Units enabling the Company to settle \$50,000 in debt through the issuance of securities, the Private Placement constituted to that extent a related party transaction as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of any securities issued to, nor the amount of the debt

SCHEDULE "A"



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extinguished, exceeded 25% of the Company's market capitalization. Further, neither the Company nor the related parties have knowledge of any material information concerning the Company or its securities that has not been generally disclosed. The material change report in connection with the Private Placement was not filed 21 days in advance of the closing of the Private Placement for the purposes of Section 5.2(2) of MI 61-101 on the basis that the Debt Settlement and Subscription Agreements under the Private Placement were not available to the Company until shortly before the closing.

The securities offered have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, a U.S. Person (as defined in Regulation S under the U.S. Securities Act) absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States or to, or for the account or benefit of, any U.S. Person, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

In addition, the Company also announces that, in accordance with a Release and Settlement Agreement made effective November 22, 2018, between the Issuer, OPINIT LLC, and the holders of shares of OPINIT LLC, all of whom entered into a share exchange agreement on August 30, 2016, pursuant to which the Issuer agreed to purchase 100% of the outstanding shares of OPINIT LLC, GCAC shall be issuing an aggregate of 1,500,000 common shares to settle all payments, conditions, contingencies, covenants, agreements, acknowledgements, representations, warranties, understandings, inducements and all other obligations among the parties relating to the share exchange agreement. The deemed value of these shares is \$240,000 and the shares will also be subject to a statutory hold period of four months from the date of issuance.

About Global Cannabis Applications Corp.

Global Cannabis Applications Corp. is a global leader in designing, developing, marketing and acquiring innovative data technologies for the medical cannabis industry. The Citizen Green platform is the world's first end-to-end – from patient to regulator – medical cannabis data solution. It uses six core technologies: mobile applications, artificial intelligence, regtech, smart databases, blockchain and digital reward tokens, to qualify candidates for clinical studies. These technologies facilitate the proliferation of digital conversations by like-minded people in the medical cannabis community. Managed by digital and cannabis industry experts, GCAC is focused on viral global expansion by providing the best digital experience in the cannabis market.

For more information about the Company, please visit online at www.cannappscorp.com, or review its profiles www.sedar.com and on the Canadian Securities Exchange's website (www.thecse.com).

SCHEDULE "A"



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To schedule an interview, please contact:

Bradley Moore

Chief Executive Officer

Telephone: 514.561.9091

Email: bmoore@cannappscorp.com

For more information, please contact:

Corporate Communications

Telephone: 1.855.269.9554

Email: info@cannappscorp.com

www.cannappscorp.com

Forward-Looking Information

This news release contains "forward-looking information" within the meaning of applicable securities laws relating to the outlook of the business of the Company, including statements relating to the Company's use of proceeds from the Private Placement. Although the Company believes in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because the Company can give no assurance that they will prove to be correct. Actual results and developments may differ materially from those contemplated by these statements. The Company does not undertake to update any forward-looking statements or forward-looking information that is incorporated by reference herein, except as required by applicable securities laws.

The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy and accuracy of this information.