

Form 51-102F3

Material Change Report

Item 1 Name and Address of Company

Christina Lake Cannabis Corp. (the “Issuer”)
Suite 810 – 789 West Pender Street
Vancouver, British Columbia
V6C 1H2

Item 2 Date of Material Change

March 24, 2020

Item 3 News Release

The news release was filed on SEDAR on March 24, 2020.

Item 4 Summary of Material Change

The Issuer announced that it has closed a non-brokered private placement of unsecured convertible debentures, for gross aggregate proceeds of CDN\$2,610,000. The Issuer paid a finder’s fee of \$132,600 in cash and issued 658,500 finder’s warrants which will entitle the holder to purchase common shares in the capital of the Issuer at a price of \$0.20 for a period of twelve months from closing.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

Please see the attached news release dated March 24, 2020.

Item 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

Joel Dumaresq, Director, Interim CEO and CFO

Business Telephone: 604 687 2038
Facsimile: 604 687 3141

Item 9 Date of Report

March 24, 2020

CHRISTINA LAKE CANNABIS CORP.

NEWS RELEASE

CHRISTINA LAKE CLOSES NON-BROKERED PRIVATE PLACEMENT OF UNSECURED CONVERTIBLE DEBENTURE AND PROVIDES UPDATE ON ANNUAL GENERAL MEETING SCHEDULED FOR MARCH 31, 2020

March 24, 2020 - Vancouver, British Columbia, Canada: Christina Lake Cannabis Corp. (the “**Company**” or “**CLC**” or “**Christina Lake Cannabis**”) is pleased to announce that it has closed a non-brokered private placement of unsecured convertible debentures (the “**Debentures**”) in the principal amount of CDN\$2,610,000 (the “**Offering**”).

The terms of the Debentures include:

- The Debentures mature twenty-four (24) months from the date of issuance (the “**Maturity Date**”) and bear interest at the rate of 12.0% per annum;
- Prior to the Maturity Date, the Subscribers have the right at any time during the period beginning on the date the Debentures are issued (the “**Issue Date**”) and ending on the date which is twelve (12) months following the Issue Date (the “**First Year Term**”), to convert the Debentures into conversion shares (“**Conversion Shares**”) at the conversion price of \$0.20 (“**Conversion Price**”), and they shall receive interest payable in Conversion Shares that is an amount equal to the first year interest term (being 365 days x 12% interest on a non pro rata basis) on a non pro rata basis;
- Following the First Year Term, the Debentures and any accrued but unpaid interest will be convertible into Conversion Shares at the Conversion Price at the option of the Debenture holder; and
- Each Conversion Share will consist of one (1) common share in the capital of the Company.

The Company paid a finder’s fee of \$132,600 in cash and issued 658,500 finder’s warrants (“**Finder’s Warrants**”), which represents 6% of the gross proceeds received from the subscribers introduced to the Company by the finder. The Finder’s Warrants will entitle the holder to purchase common shares in the capital of the Company at a price of \$0.20 for a period of twelve (12) months from closing.

All securities issued pursuant to the Offering are subject to a statutory four-month and one day hold period from the date of issuance pursuant to applicable securities laws of Canada. Proceeds from the Offering will be used for general working capital to continue the Company’s ongoing obligations.

MI 61-101 Disclosure

Two insiders of the Company participated in the Offering for an aggregate total of \$15,000; as such the issuance of the Debentures to such insiders is a “related-party transaction” within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). However, the issuance is exempt from: (i) the valuation requirement of MI 61-101 by virtue of the exemption contained in Section 5.5(b), as the shares into which the Debentures are convertible are not

listed on a market specified in MI 61-101, and (ii) from the minority shareholder approval requirement of MI 61-101 by virtue of the exemption contained in Section 5.7(1)(a) of MI 61-101, as the fair market value of the Debentures does not exceed 25% of the Company's market capitalization.

UPDATE ON ANNUAL GENERAL MEETING SCHEDULED FOR MARCH 31, 2020

The Company announces that in light of public health advice in response to the Covid-19 outbreak, the board of directors of the Company has determined that it is no longer practical to hold the annual general meeting ("AGM") at the venue previously notified. The AGM will still proceed on the notified date and time of 11:00 AM (Pacific Daylight Time) on March 31, 2020, but it requests that any shareholder interested in attending the AGM to vote their shares in person, does so by joining the AGM by teleconference.

To access the meeting by teleconference, please dial toll free at 1-800-319-7310 and enter the ACCESS CODE 77783. All other details relating to the AGM remain unchanged from those notified in the Company's notice of AGM and accompanying management information circular dated February 28, 2020.

About CLC

Christina Lake Cannabis Corp is a late-stage applicant under the Cannabis Act, having submitted its Statement of Readiness and Evidence Package for a Standard Cultivation License, in addition to a Research and Development License. CLC's facility is comprised of a 32-acre property, which includes over 870,000 square feet of outdoor grow space, offices, propagation and drying rooms. CLC plans to cultivate cannabis using strains specifically developed for outdoor cultivation and it is planning to produce up to 17,700 kg from its 32-acre facility before developing its adjoining 99-acre expansion property, which will bring its cultivation footprint to over 4.35 million square feet or over 88,000 kg of low-cost, high-quality, sun-grown cannabis annually.

For more information about CLC, please visit: www.clcannabis.com

Note Regarding Forward-Looking Information and Statements

Forward-Looking Information: This news release includes certain statements that may be deemed "forward-looking statements". The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "would", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this News Release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in the Company's disclosure documents which can be found under the Company's profile on www.sedar.com

On behalf of:

Christina Lake Cannabis Corp.

"Joel Dumaresq"

Joel Dumaresq
Interim CEO, CFO and Director
604-687-2038