

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

March 29, 2022

Item 3 News Release

The news release was disseminated by Globenewswire on March 29, 2022 and it was filed on SEDAR and posted to the Company’s disclosure hall with the CSE on March 30, 2022.

Item 4 Summary of Material Change

On March 29, 2022, the Company closed the redemption of the class B preferred shares with the holders of the preferred shares in accordance with the redemption notice provided on March 21, 2022.

In connection with the redemption, the preferred holders, which in aggregate hold 2,000,000 preferred shares, have been issued an aggregate: (i) a secured promissory note in the amount of \$2,000,000 which will bear interest at a rate of 8% per annum and mature on August 31, 2024; and (ii) 13,000,000 common shares in the capital of the Company at a deemed price of \$0.20 per common share.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

Please see the attached news release dated March 29, 2022.

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, Chief Executive Officer
Telephone: 604-687-2038

Item 9 Date of Report

April 7, 2022



CHRISTINA LAKE CANNABIS CORP. CLOSES REDEMPTION OF CLASS B PREFERRED SHARES

Vancouver, British Columbia, March 29, 2022 - (CSE: CLC) Christina Lake Cannabis Corp. (the "Corporation" or "Christina Lake") announces that further to the press release issued on [March 22, 2022](#), the Corporation has closed the redemption of the class B preferred shares (the "Preferred Shares") with the holders of the Preferred Shares (the "Preferred Holders") in accordance with the redemption notice provided on March 21, 2022 (the "Redemption").

In connection with the Redemption, the Preferred Holders, which in aggregate hold 2,000,000 Preferred Shares, have been issued an aggregate: (i) a secured promissory note in the amount of \$2,000,000 which will bear interest at a rate of 8% per annum and mature on August 31, 2024; and (ii) 13,000,000 common shares in the capital of the Corporation (each a "Common Share") at a deemed price of \$0.20 per Common Share (collectively, the "Redemption Price"). Following the Redemption and Payment of the Redemption Price to the Preferred Holders, all of the outstanding Preferred Shares have been cancelled.

2260994 Alberta Ltd., the general partner of Excalibur Technologies L.P., is a company controlled by Mervin Boychuk, will ultimately receive an aggregate of 920,485 Common Shares in connection with the Redemption. Accordingly, the Redemption constituted to that extent a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") requiring the Corporation, in the absence of exemptions, to obtain a formal valuation and minority shareholder approval thereof. The Company has relied on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a), 5.5(b) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Redemption by insiders does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Redemption, which the Company deems reasonable in the circumstances as the changes to the terms of the Preferred Shares were approved by Preferred Holders on March 11, 2022.

ABOUT CHRISTINA LAKE CANNABIS CORP.

Christina Lake Cannabis is a licensed producer of cannabis under the Cannabis Act. It has secured a standard cultivation licence and corresponding processing amendment from Health Canada (March 2020 and August 2020, respectively) as well as a research and development licence (early 2020). Christina Lake Cannabis' facility consists of a 32-acre property, which includes over 950,000 square feet of outdoor grow space, offices, propagation and drying rooms, research facilities, and a facility dedicated to processing and extraction. Christina Lake Cannabis also owns a 99-acre plot of land adjoining its principal 32-acre site, which allows for future expansion. Christina Lake Cannabis cultivates cannabis using strains specifically developed for outdoor cultivation and in its second harvest season produced over 38,000 kg (83,776 lb) of dried biomass. For more information, please visit www.christinalakecannabis.com and www.sedar.com (CLC.CN).



For more Information, please contact:

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Forward-Looking Information

This news release may contain certain forward-looking information and statements, including without limitation, statements pertaining to receipt of CSE approval, statements regarding the redemption of the Preferred Shares and the timing thereof. All statements included herein, other than statements of historical fact, are forward-looking information and such information involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. A description of assumptions used to develop such forward-looking information and a description of risk factors that may cause actual results to differ materially from forward-looking information can be found in the Company's disclosure documents on the SEDAR website at www.sedar.com. Christina Lake does not undertake to update any forward-looking information except in accordance with applicable securities laws.

Reader Advisory

THE CSE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ACCURACY OR ADEQUACY OF THIS RELEASE, NOR HAS OR DOES THE CSE'S REGULATION SERVICES PROVIDER.