

**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**

September 12, 2023

**Item 3      News Release**

The news release was disseminated by Globenewswire on September 12, 2023 and it was filed on SEDAR and posted to the Company’s disclosure hall with the CSE on September 12, 2023.

**Item 4      Summary of Material Change**

The Company closed the first tranche of a non-brokered private placement previously announced on September 7, 2023, by way of the issuance of secured convertible promissory notes (the “Notes”) in the principal amount of \$3,190,000.

**Item 5      Full Description of Material Change**

**Item 5.1    Full Description of Material Change**

On September 12, 2022, the Company closed the first tranche of a non-brokered private placement of Note which were secured by land and buildings. The Note bears interest at a rate of 15% per annum over a term of 36 months (the "Term"). Repayment of the Note shall be in the form of interest only payments for the first 15 months of the Term and a blended principal and interest payment for the remaining Term. Outstanding principal and interest from the Notes will be convertible into common shares at a conversion price of \$0.06 per common share during the Term. The Company shall also have the right to redeem or repay the Notes at any time during the Term.

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 repayment of outstanding debentures, working capital and general corporate purposes.

Certain insiders of the Company participated in the first tranche of the Offering for an aggregate total of \$1,800,000 in Notes. The participation by such insiders is considered a “related-party transaction” within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in 5.5(b) and 5.7(1)(b), respectively, of MI 61-101, as no securities of the Company are listed or quoted on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and neither the fair market value of the Notes to be acquired by the participating directors and officers nor the consideration to be paid by such directors and officers exceeds \$2,500,000.

**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**

Mark Aiken, Director  
Telephone: 604-687-2038

**Item 9 Date of Report**

September 15, 2023