

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

Vapen MJ Ventures Corporation (the “Company”)  
1980-1075 West Georgia Street  
Vancouver, British Columbia  
V6E 3C9 Canada

**Item 2 Date of Material Change**

May 22, 2019.

**Item 3 News Release**

The Company disseminated a news release dated May 23, 2019 and subsequently filed a copy on [www.sedar.com](http://www.sedar.com).

**Item 4 Summary of Material Change**

The Company announced the over-subscription and completion of its non-brokered private placement of common share for total gross proceeds of CDN\$6,148,665.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced that it has closed its non-brokered private placement previously announced on May 13, 2019 (the “Offering”). The Offering was oversubscribed from CDN\$4,000,000 to CDN\$6,148,665 common shares, at a price of CDN\$1.00 per common share, for gross proceeds of CDN\$6,148,665.

In connection with the Offering, the Company paid finder’s fee of CDN\$42,700 and issued 42,700 non-transferable finder warrants. Each warrant is exercisable into one additional common share at a price of CDN\$1.30 for a period of twelve months from May 22, 2019.

The net proceeds of the Offering are expected to be used for equipment, business development and general working capital purposes.

All securities issued under the Offering are subject to applicable hold period governed by securities regulation related to subscriber residency. In addition, all securities are subject to a Canadian restricted legend expiring on September 23, 2019.

**5.2 Disclosure for Restructuring Transactions**

Not Applicable.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable.

**Item 7 Omitted Information**

Not Applicable.

**Item 8 Executive Officer**

Contact: Robert J. Brilon, President & CEO  
Telephone: 604 688-9588

**Item 9 Date of Report**

June 3, 2019.