

Form 51-102F3
Material Change Report

Item 1: Name and Address of Company

The Yield Growth Corp. (the “**Issuer**”)
Suite 200 – 1238 Homer Street
Vancouver, BC V6B 2Y5

Item 2: Date of Material Change

May 30, 2019

Item 3: News Release

A news release was issued and disseminated on May 30, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Change

On May 30, 2019 the Issuer announced that its wholly owned subsidiary, Urban Juve Provisions Inc., entered into a definitive agreement to license 56 product formulas for THC and CBD infusion to Antler Retail Holdings Inc. in California, for sale in the United States.

Pursuant to the agreement, Antler Retail has agreed to pay \$1 million for a perpetual licence in the United States to a catalogue of white label formulas. Antler Retail as agreed to issue 5,000,000 common shares of its parent company, “Antler”, a private corporation, to Urban Juve as payment for \$1 million in licencing fees at a deemed value of \$0.20 per share based on Antler’s most recent private placement. The transaction closed on May 31, 2019.

Urban Juve has a right of first refusal to act as distributor, to supply CBD and to act as the manufacturer on all CBD products developed by Antler Retail using the licensed formulas.

Antler is a related party to the Issuer, as Krystal Pineo and Penny Green are both directors and significant shareholders of the Issuer and Antler, and together control 30% of the outstanding shares of Antler, prior to the closing of this transaction.

Item 5: Full Description of Material Change

Please see the news releases attached hereto as Schedule “A”.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

Penny Green, CEO and President
Telephone: (833) 514-2677

Item 9: Date of Report

June 7, 2019

Schedule "A"

News Release attached as the following pages.

Yield Growth Announces Licensing Agreement for \$1 Million Consideration for U.S. Rights to 56 White Label Formulations for CBD and THC Infused Products

Vancouver, British Columbia--(Newsfile Corp. - May 30, 2019) - **The Yield Growth Corp. (CSE: BOSS) (OTCQB: BOSQF) (Frankfurt: YG3)** is pleased to announce its wholly owned subsidiary, Urban Juve Provisions Inc., has entered into a definitive agreement to license 56 product formulas for THC and CBD infusion to Antler Retail Holdings Inc. in California, for sale in the United States.



To view an enhanced version of this graphic, please visit:
https://orders.newsfilecorp.com/files/6377/45158_boss2.jpg

Pursuant to the agreement, Antler Retail has agreed to pay \$1 million for a perpetual licence in the U.S. to a catalogue of white label formulas consisting of 10 personal care products designed for THC infusion, 1 set of capsules formulated with ingredients to help prevent hangovers, 6 CBD skin care formulations, 8 formulations for a CBD men's line, 3 unisex CBD personal care products, 8 teas and 20 edibles for CBD and THC infusion, including hard candies and gummies, for a total of 56 formulas.

Antler Retail has agreed to issue 5,000,000 shares of common stock of its parent company, "Antler", a private corporation, to Urban Juve as payment for \$1 million in licensing fees at a deemed value of \$0.20 per share. Urban Juve has a right of first refusal to act as distributor, to supply CBD and to act as the manufacturer on all CBD products developed by Antler Retail using the licensed formulas.

Antler is a related party to Yield Growth, as Krystal Pineo and Penny Green are both directors and significant shareholders of Yield Growth and Antler, and together control 30% of the outstanding shares of Antler, prior to the closing of this transaction. The \$0.20 deemed fair market value of the Antler shares was assessed by Urban Juve management based on the price of Antler's most recent private placement, whereby Antler raised approximately \$1,500,000 at \$0.20 per unit from non related parties, each unit consisting of one share and one share purchase warrant. Urban Juve has agreed to enter into an escrow agreement pursuant to which the 5,000,000 Antler shares will be released from escrow over a three year period commencing on completion of an initial public offering ("IPO") by Antler. Antler has signed an engagement letter with a Canadian broker-dealer to complete an IPO on a best efforts basis. However, there is no obligation and no guarantee that Antler will complete an IPO.

About Antler Retail Holdings Inc.

Antler Retail has a lease on a California property with a retail space designed to be a cannabis retail dispensary and a tenant who is in the process of applying for a California cannabis retail license with statewide delivery rights. Antler Retail is also developing a men's CBD personal care line for national distribution in the United States and a line of THC and CBD products for sale by licensed Cannabis retailers.

About The Yield Growth Corp.

The Yield Growth Corp. is disrupting the \$4.2 trillion-dollar global wellness market by harnessing the power of hemp- and cannabis-infused products. The Yield Growth management team has deep experience with global brands including Johnson & Johnson, Procter & Gamble, M·A·C Cosmetics, Skechers, Best Buy, Aritzia, Coca-Cola and Pepsi Corporation. Its consumer brand, Urban Juve, has signed over 110 retail locations to sell its products in North America and is now launching e-commerce sales in China through Wechat. Urban Juve has signed a sales and marketing alliance with the world's largest online beauty community, ipsy and Urban Juve products will be included in ipsy Glam Bags. Yield's THC line of Wright & Well products are launching next month in Oregon through an established distributor with a 400 cannabis retail store network.

Through its subsidiaries, Yield Growth is commercializing over 200 cannabis beauty, wellness, and beverage products. A key ingredient in many of these products is Urban Juve's Cannabis Sativa root extract, created using Urban Juve's proprietary, patent-pending extraction technology. Yield Growth also has white label formulas available for license and generates revenue through multiple streams including licensing, services and product sales.

For more information about Yield Growth, visit www.yieldgrowth.com or follow [@yieldgrowth](https://www.instagram.com/yieldgrowth) on Instagram. Visit www.urbanjuve.com and #findyourjuve across social platforms to learn, engage and shop.

Investor Relations Contacts:

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The Canadian Securities Exchange has not reviewed, approved or disapproved the content of this news release.

Cautionary Statement Regarding Forward-Looking Statements

This press release includes forward-looking information and statements (collectively, "forward looking statements") under applicable Canadian securities legislation. Forward-looking statements are necessarily based upon a number of estimates, forecasts, beliefs and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such risks, uncertainties and factors include, but are not limited to: risks related to the development, testing, licensing, intellectual property protection, and sale of, and demand for, Urban Juve, UJ Topicals, UJ Beverages and UJ Edibles products, general business, economic, competitive, political and social uncertainties, delay or failure to receive board or regulatory approvals where applicable, and the state of the capital markets. Yield Growth cautions readers not to place undue reliance on forward-looking statements provided by Yield Growth, as such forward-looking statements are not a guarantee of future results or performance and actual results may differ materially. The forward-looking statements contained in this press release are made as of the date of this press release, and Yield Growth expressly disclaims any obligation to update or alter statements containing any forward-looking information, or the factors or assumptions underlying them, whether as a result of new information, future events or otherwise, except as required by law.



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