

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Reporting Issuer**

Cannvas MedTech Inc. (the “Company” or “Cannvas”)  
804-750 West Pender Street  
Vancouver, BC V6C 2T7

**Item 2: Date of Material Change**

July 30, 2019.

**Item 3: News Release**

A news release was issued and disseminated on July 30, 2019 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that it has entered into a definitive share exchange agreement (the “Agreement”) with 1216165 B.C. Ltd. (“True Focus International” or TF International”).

Additionally, the Company announced that it has issued 2,800,000 common shares at a deemed price of \$0.23 per share to insiders for achieved milestones and that it has granted incentive stock options to purchase a total of 1,650,000 common shares at an exercise price of \$0.23 per share for a period of one year.

**Item 5: Full Description of Material Change**

The Company announced that it has entered into a definitive Agreement with True Focus International thereby obtaining the exclusive licensing rights for the marketing, development, and distribution of True Focus’ product suite and proprietary intellectual property (“IP”) portfolio across South America and in select markets throughout Europe for a period of 10 years. True Focus’ all natural, nutraceutical formulations are delivered via an oral spray treatment and are aimed at mitigating the effects of THC overconsumption. The True Focus proprietary formulation is considered ‘patent-pending’ by way of a United States Patent and Trademark Office (“USPTO”) patent application. Through its Cannvas.Me and Cannvas Data platforms, the Company plans to expand the True Focus brand into strategic and emerging regions where CBC is legal.

True Focus’ all natural nutraceutical product formulation may assist in the mitigation of the negative side effects associated with excessive THC consumption. Delivered via a pocket-sized and user-friendly spray bottle, True Focus is ingested sublingually, allowing it to directly enter the bloodstream and be processed within minutes. Made with high-quality natural ingredients and with a refreshing pineapple citrus flavour, each bottle of True Focus contains multiple doses to discreetly deliver relief whenever and wherever needed.

Cannvas plans on leveraging its industry-leading analytics focused on pre-transactional consumer behaviour patterns to expand the True Focus brand across Europe and South America, where it has already set up a physical location in Medellin, Colombia, for its South American headquarters.

South America is ripe for investment with 600 million potential customers, low-cost agricultural exports and growing acceptance to legalizing cannabis. According to research by Prohibition Partners, the Latin America cannabis industry is projected to grow to \$12.7B USD by 2028, with approximately \$8.5B USD of the market value to come from medical cannabis alone. In addition, 10 of the 11 countries reviewed in Prohibition Partners’ report have legalized medical cannabis in the last two years, with the exception being Panama. Chile and Mexico are seen as the main drivers of growth in the medical sector over the next ten years - Chile legalized medical cannabis in 2015 and Mexico in 2017.

The acquisition of TF International is a key strategic move for Cannvas as it pursues strategic collaborations with European entities active in the cannabis and health sciences space, including health clinics and pharmacies, insurance and government agencies, and medical and educational institutions. Having recently announced expansion plans across the European market, and further to its announcement in 2018 regarding expansion into Germany, Cannvas is exploring ideal locations to potentially set up operations in one or more central European locations, pending the outcome of ongoing high-level conversations with potential EU partner organizations.

Brightfield Group projects Europe's legal medical cannabis sales to reach nearly \$8 billion by 2023, while London-based Prohibition Partners forecast the European medicinal cannabis market to be worth US\$65.6 billion by 2028. Prohibition Partners believes the number of patients in the three biggest European markets – Germany, Italy, and the Netherlands – will rise from 130,000 in 2018 to 225,000 in 2019, with the cannabis industry in those three countries alone to be worth US\$20.4 billion by 2028. The market intelligence agency says a lack of cannabis education has impeded patient access to cannabis in European countries such as the UK, setting the stage for strong growth of the Cannabis.Me digital cannabis education platform.

With operations in California, Florida, Nevada, Pennsylvania and New York, True Focus' all natural nutraceutical product formulation mitigates the negative side effects associated with excessive THC consumption. Delivered via a pocket-sized and user-friendly spray bottle, True Focus is ingested sublingually, allowing it to directly enter the bloodstream and process within minutes. Made with high-quality natural ingredients and with a refreshing pineapple citrus flavour, each bottle of True Focus contains multiple doses to discreetly deliver relief whenever and wherever needed.

Cannvas is expected to meet the True Focus purchase price for of \$4,000,000CDN through the issuance of 20,000,000 shares in the Company's stock at an aggregated price of \$0.20 per share, with the transaction expected to close within 14 days. The Company will pay a finder's fee of common shares on this transaction.

Cannvas additionally issued 2,800,000 common shares at a deemed price of \$0.23 per share to insiders for achieved milestones.

Additionally, the Company announces that it has granted incentive stock options to purchase a total of 1,650,000 common shares at an exercise price of \$0.23 per share for a period of one year to certain directors, officers and consultants in accordance with the provisions of its stock option plan.

**About Cannabis MedTech Inc.**

Cannvas is a leading digital cannabis education and analytics company delivering accessible and evidence-based education while harnessing the power of data to paint a clearer picture of cannabis consumption across Canada.

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

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

For further information, please contact:

**CannvasMedTech.com**

Contact: [ir@cannvasmedtech.com](mailto:ir@cannvasmedtech.com)

**Item 9: Date of Report**

July 30, 2019.