

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

**Item 1. Name and Address of Company**

CannaOne Technologies Inc. (the "Company")  
Suite 413 – 375 Water Street  
Vancouver, British Columbia V6S 5C6

**Item 2. Date of Material Change**

May 24, 2019

**Item 3. News Release**

The Company did not disseminate a new release. The Company announced the material change by filing this material change report.

**Item 4. Summary of Material Change**

Mr. Adrian Lamoureux resigned as a director of the Company effective May 24, 2019. Mr. Rob Goehring was concurrently appointed to fill the ensuing vacancy on the board of directors.

**Item 5.1 Full Description of Material Change**

Mr. Rob Goehring was appointed as a director of the Company.

Since July, 2014, Mr. Goehring has served as the Chief Executive Officer and as a Director of RewardStream Solutions Inc., a referral marketing solutions company (acquired by Buyapowa Ltd in June, 2018). A serial entrepreneur and seasoned technology executive, Mr. Goehring has over 20 years of experience leading early stage, high growth, scalable companies. In 2001 he co-founded Contigo Systems Inc., a leading SaaS provider of fleet management, asset tracking, and personal safety solutions, where he served as VP Product Management & Marketing from 2001 to 2012, and as a director from 2012 to 2016 when it was acquired by Vecima Networks. He also served as Chief Marketing Officer of TIO Networks Corp (acquired by PayPal), multi-channel bill payment processor, from 2012 to 2014. Mr. Goehring oversaw TIO's corporate marketing and customer acquisition strategy, as well as the strategy for TIO Wallet. He holds a BBA (Marketing) and a MBA (Marketing, Management Information Systems) from Simon Fraser University. Mr. Goehring will devote 10% of his time to the affairs of the Company. He is 45 years of age, and has not entered into any non-competition or non-disclosure agreements with the Company.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

No information has been omitted in this material change report on the basis that it is confidential information.

**Item 7.**      **Omitted Information**

Not applicable.

**Item 8.**      **Executive Officer**

Further information relating to the Company may be found on [www.sedar.com](http://www.sedar.com) or by contacting Solomon Riby-Williams Chief Executive Officer, at (604) 559-8893.

**Date of Report**

May 28, 2019