

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

1. Name and address of Reporting Issuer:

Asia Cannabis Corp. (the “**Corporation**” or “**ASIA**”)
730 1015 4th Street SW
Calgary, Alberta T2r 1J4

2. Date of Material Change:

January 10, 2019

3. News Release:

The news release was disseminated on January 11, 2019 through the services of The Newswire.

4. Summary of Material Change:

The Corporation announced that it has completed its initial public offering of 5,047,000 common shares at the price of \$0.25 per common share pursuant to a Prospectus dated October 29, 2018 for gross proceeds of \$1,261,750 (the “**Offering**” or the “**IPO**”). The Corporation will be listed as a hemp research and development company on the Canadian Securities Exchange (the “**CSE**”). Emerging Equities Inc. (the “**Agent**”) acted as agent under the Offering. The common shares of the Corporation are expected to commence trading on the CSE under the trading symbol “**ASIA**” once all post-closing documentation has been filed with the CSE, which is expected shortly.

5. Full Description of Material Change:

The Corporation announced that it has completed its initial public offering of 5,047,000 common shares at the price of \$0.25 per common share pursuant to a Prospectus dated October 29, 2018 for gross proceeds of \$1,261,750 (the “**Offering**” or the “**IPO**”). The Corporation will be listed as a hemp research and development company on the Canadian Securities Exchange (the “**CSE**”). Emerging Equities Inc. (the “**Agent**”) acted as agent under the Offering. The common shares of the Corp are expected to commence trading on the CSE under the trading symbol “**ASIA**” once all post-closing documentation has been filed with the CSE, which is expected shortly.

After closing the Offering, the Corporation has: (i) 36,247,100 common shares issued and outstanding (14,953,933 of which are subject to escrow restrictions); (ii) 403,760 common shares reserved for issuance upon the exercise of the common share purchase warrants granted to the Agent upon completion of the IPO (the “**Agent’s Warrants**”), which Agent’s Warrants are exercisable at a price of \$0.25 per common share until January 10, 2021; and (iii) 3,120,010 common shares reserved for issuance upon the exercise of stock options, exercisable until March 1, 2023 at a price of \$0.25 per common share.

The Agent received an aggregate total cash commission of \$61,940 in connection with Offering, representing an 8% commission on the total “non-President’s List” proceeds from the Offering in the amount of \$611,750 and a 2% commission on the proceeds from the Offering arising from a “President’s List” of subscribers in the amount of \$650,000. Additionally, the Agent was paid an administration fee and granted the Agent’s Warrants.

The net proceeds of the Offering will be used by the Corporation to launch its hemp research and development program in Cambodia, as more particularly disclosed in the Corporation’s prospectus dated October 29, 2018.

The following individuals comprise Asia’s board of directors and management team: Johannes J. Kingma (President, CEO, Corporate Secretary and Director), Vincent E. Ghazar (CFO and Director), David E.T. Pinkman (Director), Igor Kovalchuk (Director), and Kenneth R. McKinnon (Director).

6. Reliance on Subsection 7.1(2) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

No information has been omitted.

8. Executive Officer:

Johannes J. Kingma
President
(403) 612-5655

9. Date of Report:

January 15, 2019