

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

Item 1. Name and Address of Company

Commonwealth Cannabis Corp. (the "Company")
372 – 1917 West 4th Avenue
Vancouver, B.C.
V6J 1M7

Item 2. Date of Material Change

January 24, 2019

Item 3. News Release

A news release relating to the material changes described herein was not disseminated.

Item 4. Summary of Material Change

Mr. Patrick O'Flaherty was appointed to the Company's board of directors.

Item 5. Full Description of Material Change

On January 24, 2019, the Company appointed Mr. Patrick O'Flaherty as a director of the Company. Mr. O'Flaherty is a Chartered Accountant and a Chartered Financial Analyst and also holds a degree in Economics from Union College, in Schenectady, NY. Mr. O'Flaherty has several years of experience in financial services, including public accounting and wealth management. Mr. O'Flaherty has worked for a recognized accounting firm and two recognized banking institutions. Mr. O'Flaherty is a director of Cameo Cobalt Corp. and CFO of BMGB Capital Corp.

Item 6. Disclosure for Restructuring Transactions

Not applicable.

Item 7. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

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

Item 8.

Omitted Information

Not Applicable.

Item 9. Executive Officer

Further information relating to the Company may be found on www.sedar.com or by contacting Carl Chow, Chief Executive Officer, at 604-306-0033.

Item 10. Date of Report

DATED January 28, 2019.