

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

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

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

**Item 2. Date of Material Change**

February 8, 2019

**Item 3. News Release**

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

**Item 4. Summary of Material Change**

The Company closed a private placement of common shares for total proceeds of \$855,200.

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

On February 8, 2019, the Company closed a non-brokered private placement of 8,552,000 common shares (the "**Shares**") at a price of \$0.10 per Share for total proceeds of \$855,200. Proceeds from the private placement will be used by the Company to complete its investment for 51% of the Orley Group Pty. Ltd. and for general working capital purposes.

The Shares are subject to a hold period expiring June 9, 2019.

**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](http://www.sedar.com) or by contacting Carl Chow, Chief Executive Officer, at 604-306-0033.

**Item 10. Date of Report**

DATED February 13, 2019.