

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Wikileaf Technologies Inc. (“**Wikileaf**” or the “**Company**”)
1115 East Pike Street
Seattle, WA
98122

Item 2 Date of Material Change

November 18, 2019

Item 3 News Release

A news release dated November 19, 2019 was disseminated to the Canadian Securities Exchange and through various other approved public media and filed on SEDAR with applicable securities commissions.

Item 4 Summary of Material Change(s)

The Company announced that Connor Cruise, a current member of the board of directors of the Company (the “**Board**”), has been appointed Chair of the Board. The Company also announced that Ian Rapsey, Chief Creative Officer of Auxly and co-Founder of Nesta Holding Co. Ltd. (“**Nesta**”), has been appointed as a new member of the Board, pending Canadian Securities Exchange (“**CSE**”) acceptance. Chuck Rifici, Chair and Founder of Nesta, majority owner of Wikileaf, will step down from the Board.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that Connor Cruise, a current member of the Board, has been appointed Chair of the Board. The Company also announced that Ian Rapsey, Chief Creative Officer of Auxly and co-Founder of Nesta Holding Co., has been appointed as a new member of the Board, pending CSE acceptance. Chuck Rifici, Chair and Founder of Nesta, majority owner of Wikileaf, will step down from the Board.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Daniel Nelson, Chief Executive Officer
Tel: 206-802-1363

Item 9 Date of Report

November 20, 2019