

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

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

**Crop Infrastructure Corp.**  
the "Company")  
Suite 600 - 535 Howe Street  
Vancouver, BC, Canada, V6C 2Z4

**Item 2**      **Date of Material Change**

June 5, 2018.

**Item 3**      **News Release**

The Company issued a news release relating to the material change described herein on June 5, 2018, through Newswire. A copy of the news release is attached as Schedule "A" hereto.

**Item 4**      **Summary of Material Change**

On June 5, 2018 announced it has entered into a Membership Purchase Agreement dated June 4th 2018 (the "Agreement") with Wheeler Park Properties LLC ("The Park") a Washington State limited liability company. CROP has agreed to advance up to US\$2,500,000 to The Park for equipment purchase and retro-fit upgrades of the licensed Cannabis Greenhouse complex in return for a 30% interest.

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

Please see the attached Schedule "A".

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

Not applicable

**Item 7:**      **Omitted Information**

None

**Item 8**      **Executive Officer**

For further information, please contact:  
Michael Yorke  
CEO  
info@cropcorp.com  
(604) 484-4206

**Item 9**      **Date of Report**

June 5, 2018

## **SCHEDULE "A"**



### **CROP ACQUIRES 30% INTEREST IN STATE-OF-THE-ART WASHINGTON GREENHOUSE**

**JUNE 5<sup>th</sup> 2018 - VANCOUVER, BRITISH COLUMBIA - CROP Infrastructure Corp. (CSE:CROP) (OTCMKTS:CRXPF) ("CROP" or the "Company")** announces it has entered into a Membership Purchase Agreement dated June 4<sup>th</sup> 2018 (the "Agreement") with Wheeler Park Properties LLC ("The Park") a Washington State limited liability company. CROP has agreed to advance up to US\$2,500,000 to The Park for equipment purchase and retro-fit upgrades of the licensed Cannabis Greenhouse complex in return for a 30% interest.

The state-of-the-art 35,000 sqft Cannabis Greenhouse sits on approximately 9 acres of land and has undergone a complete retro-fit for full hydroponic automation including sophisticated irrigation and the addition of five hundred Gavita HPS grow lights. The greenhouse facility has 5 flowering bays that are designed to yield tenant growers over 10,000 pounds of high quality cannabis on an annual basis.

CROP Infrastructure Director & CEO Michael Yorke states: "The Park complex is a technologically advanced Cannabis production facility that automates many aspects of the growing cycle, designed to maximize crop yields and quality while minimizing margin for error. This acquisition of a 30% interest in The Park represents Crop's second interest in Washington State cannabis facilities and in its third overall portfolio including the recently announced Humboldt California interest. The Company now has investments in three operations totaling over 67,000 sqft of completed canopy space. Crop intends to continue to pursue new opportunities and expand its portfolio of tenant growers, branding and infrastructure assets in strategic jurisdictions."

The closing of the Agreement constitutes a significant transaction in accordance with the policies of the Canadian Securities Exchange. To date, the company has advanced US \$2,365,864 and has earned a 30-per-cent interest in The Park complex.

#### **The Transaction**

Pursuant to the terms of the Agreement, the Company has agreed to advance up to US \$2.5million under an interest-free loan which is repayable through 60-per-cent of the net profits (after tax) from The Park. As further incentive for advancement of the loan, CROP was issued a 30-percent membership interest in the Park, which is governed by the terms of an operating agreement.

#### **About CROP**

Crop Infrastructure Corp. is publicly listed on the Canadian Securities Exchange and trades under the symbol "CROP". CROP is engaged in the business of investing, constructing, owning and leasing greenhouse projects as part of the provision of turnkey real estate solutions for lease-to-licensed cannabis producers and processors offering best-in-class operations. The Company's portfolio of projects includes greenhouse facilities in California and Washington State.

#### **Company Contact**

Michael Yorke – CEO & Director  
E-mail: [info@cropcorp.com](mailto:info@cropcorp.com)  
Website: [www.cropcorp.com](http://www.cropcorp.com)  
Phone: (604) 484-4206

**Disclaimer for Forward-Looking Information**

Certain statements in this press release related to the Offering, the securities issuable thereunder and the Transaction are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. In addition, marijuana remains a Schedule I drug under the United States Controlled Substances Act of 1970. Although Congress has prohibited the US Justice Department from spending federal funds to interfere with the implementation of state medical marijuana laws, this prohibition must be renewed each year to remain in effect. These statements generally can be identified by the use of forward-looking words such as “may”, “should”, “could”, “intend”, “estimate”, “plan”, “anticipate”, “expect”, “believe” or “continue”, or the negative thereof or similar variations. Forward-looking statements in this news release include statements regarding the expected yield from The Park; the technological effects of The Park on production; the intention to expand its portfolio; and execute on its business plan. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding the regulatory and legal framework regarding the cannabis industry in general among all levels of government and zoning; risks associated with applicable securities laws and stock exchange rules relating to the cannabis industry; risks associated with maintaining its interests in its various assets; the ability of the Company to finance operations and execute its business plan and other factors beyond the control of the Company. Such forward-looking statements should therefore be construed in light of such factors, and the Company is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

**The CSE has not reviewed, approved or disapproved the content of this press release.**