

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1. Name and Address of Company

Citation Growth Corp. (“CGRO” or the “Company”)
102, 1561 Sutherland Ave.
Kelowna, BC V1Y 5Y7

Item 2. Date of Material Change

February 11, 2020

Item 3. News Release

The news release attached hereto as Schedule “A” was disseminated on February 11, 2020 by Stockwatch.

Item 4. Summary of Material Change

The Company announced Leadership Transition to Accelerate Transformation into Premium Cannabis Licensed Producer.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

See news release attached hereto as “Schedule A”.

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

Erik Anderson, President & CEO
Citation Growth Corp.

Item 9. Date of Report

February 11, 2020

CITATION GROWTH ANNOUNCES LEADERSHIP TRANSITION TO ACCELERATE TRANSFORMATION INTO PREMIUM CANNABIS LICENSED PRODUCER

KELOWNA, BRITISH COLUMBIA – February 11, 2020 – **Citation Growth Corp. (CSE: CGRO) (OTCQX: CGOTF)** (“**Citation**” or the “**Company**”), a licensed cannabis cultivator, producer and retailer, today announced that Interim CEO, Rahim Mohamed, has departed the Company for personal reasons, including resigning his Board position. The Board of Directors has named Erik Anderson, a proven business operator and veteran turnaround expert, as President and Chief Executive Officer, effective immediately. Mr. Anderson will also join the Board of Directors.

“We’ve established Citation Growth as a premium cannabis cultivator and producer focused on the U.S. market in Nevada and the Canadian market based out of British Columbia with one retail dispensary operating in California. The Board has determined that for the next phase of the Company’s growth we can benefit from leadership with the skills and experience to generate growth and transform the organization into a premium vertically integrated cannabis player. We’re pleased to have Erik join us to serve as our CEO and to champion our efforts to drive long-term, profitable growth and shareholder value,” said Marcel LeBlanc, Citation Growth Chairman.

Mr. Anderson has more than 25 years of experience operating successful businesses and delivering proven operating and financial performance. His career has included founding and operating a management consulting firm, multiple executive leadership roles in the telecom industry, establishing and eventually divesting a wireless GPS solution provider for major corporations in the energy space, operating and optimizing an oilfield services company during a turnaround phase, and establishing business strategies that included raising funds for multiple early-stage cannabis companies entering public markets. His experience driving growth and efficiencies at these companies, along with his deep knowledge of the cannabis space, will enable the Company to accelerate momentum during this period of transformation.

“I’m a firm believer the U.S. is on a path towards federal adult recreational legalization for cannabis which can provide outstanding growth opportunities to Citation Growth. I am excited to join this organization which operates already in several adult rec markets in the U.S. and which clearly has the technical expertise and proprietary cultivation methods to become a dominant force in both medical and recreational cannabis markets in the U.S. and Canada.”

About Citation Growth Corp.

Citation Growth Corp. (CSE:CGRO) (OTCQX:CGOTF) is a publicly traded company that has been investing in the development of the medical and recreational cannabis space since 2014. Citation has expanded its operating portfolio over time to include cultivation, production and retail offerings in key North American legal jurisdictions such as Nevada, California, Washington and British Columbia. For more information, please visit www.citationgrowth.com.

For further information:

Erik Anderson, President and CEO

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