

**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

July 23, 2020

Item 3. News Release

The news release attached hereto as Schedule “A” was disseminated on July 23, 2020 by Newsfile.

Item 4. Summary of Material Change

Citation Growth Corp. announced changes to its board directors.

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

July 23, 2020

Citation Growth Corp. Announces Changes to Its Board of Directors

CALGARY, ALBERTA – July 23, 2020 – **Citation Growth Corp. (CSE:CGRO) (OTCQX:CGOTF)** (“**Citation**” or the “**Company**”), a licensed multi-state cannabis cultivator, producer and retailer, is pleased to announce the appointment of Mr. Ron Stern to its Board of Directors.

Mr. Stern is a respected former National Hockey League (NHL) player with an outstanding reputation as a leader throughout the Calgary community, sporting associations and numerous industries. As a business leader and entrepreneur, Mr. Stern has proven himself with 20 years of global experience in the finance, oil and gas and hospitality sectors. He brings cohesion, finance and sales experience, along with a new segment of relationships to Citation.

After Mr. Stern’s successful tenure in the NHL, Mr. Stern built a solid business portfolio focused on global sales and marketing leadership in Canada and the US. These roles have brought Citation a board member well diversified in asset/financial management, leadership of large international teams, international business regulations and sales management. In addition to his business career, Mr. Stern has volunteered with and created numerous charities focusing on teaching and mentoring aspiring athletes and business professionals.

Mr. Stern has an extensive international network in various industries attributed to his trusted forward thinking and diverse background. Mr. Stern has been motivated by and prides himself on evolving and adding value within the industries he has worked in. “I am very excited to join a dynamic team and looking forward to bringing my extensive list of relationships and sales experience to the company and the ensuing shareholder value that it will create”, said Mr. Stern of his appointment. “The groundwork has been laid to build a successful sales structure and rejuvenate the branding platform. I am excited to be involved in a rapidly changing industry and work through the company’s growth strategy in the state of today’s global economy”.

Citation has identified Mr. Stern as a key component to the sales strategy and branding of all the company’s products throughout the company. He will be monumental in expanding Citation’s market reach, customer demographics and product awareness. Mr. Stern’s past experiences as VP and Director of Sales in US, Canadian and International markets complement Citation’s plan for expanding the depth and functional experience of the Board of Directors. His Global expertise will play a key role in future growth initiatives and Citation’s corporate strategy.

“Our team continues to grow,” commented Citation CEO Erik Anderson, “and we are very excited to have Ron join us at a critical time of transforming the company into a fundamentally solid operation. His network of contacts from the NHL and the business community in Canada and the US will introduce new investors to the fantastic upside Citation holds for future growth and profitability.”

The appointment of Mr. Stern replaces Mr. Alnoor Nathoo, who has submitted his resignation to the Board as of July 22, 2020. Mr. Nathoo’s resignation was accepted from Citation to pursue other career and board opportunities. The Company in its entirety wish him success and are

appreciative of his contributions during his appointment as a director at Citation. It was due to the timeliness of these opportunities that Kevin Cornish, CFO, will retain an interim position on the board.

About Citation Growth Corp.

Citation Growth Corp. (CSE:CGRO) (OTCQX:CGOTF) is a publicly traded company that has been investing in the development of medical and recreational cannabis products since 2014. Citation has expanded its operating portfolio to include cultivation, production and retail offerings in our key North American legal jurisdictions 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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Cannabis Industry Involvement:

The Company owns marijuana licenses in California and Nevada. Marijuana is legal in each state; however, marijuana remains illegal under United States federal law and the approach to enforcement of U.S. federal law against marijuana is subject to change. Shareholders and investors need to be aware that federal enforcement actions could adversely affect their investments and that the Company's ability to support continuing U.S.-based operations and its access private and public capital could be materially adversely affected.