

**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 28, 2020

**Item 3. News Release**

The news release attached hereto as Schedule “A” was disseminated on July 28, 2020 by Newsfile.

**Item 4. Summary of Material Change**

Citation Growth Corp. announced update for the year end 2020 financial statements.

**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 28, 2020

## **Citation Growth Corp. Announces Update for Year End 2020 Financial Statements**

**KELOWNA, BRITISH COLUMBIA – July 28, 2020 – Citation Growth Corp. (CSE:CGRO) (OTCQX:CGOTF) (“Citation” or the “Company”)**, a licensed multi-state cannabis cultivator, producer and retailer, announces that, as a result of the COVID-19 pandemic, it anticipates a delay in the filings of its audited annual financial statements for the year ended March 31, 2020 (the "Financial Statements"), and accompanying management's discussion and analysis ("MD&A"), and related CEO and CFO certifications (the "Certifications", together with the Financial Statements and the MD&A, the "Annual Filings").

The Company will be relying on BC Instrument 51-517 - Temporary Exemption from Certain Corporate Finance Requirements with Deadlines during the Period of June 2 to August 31, 2020 ("BCI 51-517") enacted by the British Columbia Securities Commission which provides relief consisting of a 45-day extension for certain regulatory filings required to be made during the period June 2, 2020 to August 31, 2020. The Company will be relying on the temporary exemptions pursuant to BC 51-517 with respect to the following provisions:

- - the requirement to file the Financial Statements on or before the 120<sup>th</sup> day after its financial year-end as required by subsection 4.2(b) of National Instrument 51-102 - Continuous Disclosure Obligations ("NI 51-102");
- - the requirement to file it's the MD&A on or before the earlier of the 120<sup>th</sup> day after its financial year-end and the date the Financial Statements are filed as required by subsection 5.1(2) of NI 51-102; and
- - the requirement to file the Certifications pursuant to Section 4.1 of National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings.

The Company is continuing to work diligently on the finalization of the Annual Filings and estimates that it will file the Annual Filings on or before September 12, 2020. In connection with utilizing the temporary relief and extensions for issuers provided pursuant to BCI 51-517, the Company confirms that, until such time as the Annual Filings have been filed, the Company's management and other insiders are subject to an insider trading black-out that reflects the principles of Section 9 of National Policy 11-207 - Failure-to-File Cease Trade Orders and Revocations in Multiple Jurisdictions.

The Company reports that the only material business developments since the filing of the Company's interim financial reports for the period ended December 31, 2019 can be found in the Company's news release dated April 15, 2020, June 15, 2020 and June 30, 2020 as filed on the Company's profile on SEDAR. Except as disclosed in this news release, there have been no material developments in respect of the Company that have occurred since the date of the last filed interim financial reports.

### **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](http://www.citationgrowth.com).

**For Further Information:**

Erik Anderson, President and CEO  
1-877-438-5448 Ext. 713  
[eanderson@citationgrowth.com](mailto:eanderson@citationgrowth.com)

**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.

**Cautionary Statements**

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward looking statements or information. Forward-looking statements and information in this news release includes, but is not limited to, statements regarding the proposed timing of the filing of the Annual Filings. Although the Company believes that the expectations and assumptions on which the forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Company cannot give any assurance that they will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results and developments may differ materially from those that are currently contemplated by these statements depending on, among other things, risks relating to the effects of the COVID-19 pandemic on the economy, the public markets and the Company's business and on the ability of the Company to prepare and approve the Annual Filings in a timely manner; future legislative and regulatory developments; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; general business, economic, competitive, political, regulatory and social uncertainties; the delay or failure to receive regulatory approvals and the cannabis industry in Canada and the US generally. The Company cautions that the foregoing list of risks and uncertainties is not exhaustive. The forward-looking statements and information contained in this news release are made as of the date hereof and the Company undertakes no obligation to update publicly or

revise any forward-looking statement or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.