

**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

August 26, 2020

Item 3. News Release

The news release attached hereto as Schedule “A” was disseminated on August 26, 2020 by Newsfile.

Item 4. Summary of Material Change

Citation Growth Corp. releases Las Vegas operational update

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

August 26, 2020

CGRO News Release
August 26, 2020

Citation Growth Corp. Releases Las Vegas Operational Update

KELOWNA, BRITISH COLUMBIA – August 26, 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 an update on its Las Vegas operations.

In March 2020, Citation realized the first effects of the global pandemic when it saw the cannabis industry shut down due to government regulations, resulting in a large decline in demand and sales. The company made the decision to remain operational and focus on efficiencies and build the foundation for growth strategies. As the global economy adapted to new business processes, Citation experienced large delays in the product supply chains where normal business processes took days rather than hours. Being a nimble organization, Citation not only adjusted quickly to the new vendor supply chain environment, but also solidified new and synergistic relationships that have greatly enhanced its operational efficiencies and overall quality of input materials.

After a stringent due diligence process, Citation was successful in obtaining a new banking facility by partnering with a Cannabis Compliant Intermediary, who facilitates access to cannabis friendly banking solutions. This opportunity has increased compliance and allowed for access to more traditional lending. Through this Intermediary, Citation has secured an equipment financing loan of \$95,585 USD for a period of 12 months with a total interest on repayment amount of 22.5%. The proceeds were dedicated to the purchase of the remaining Fluence Bioengineering VYPR 2P lights required to complete our grow room changeover. The new brand of LED lighting will not only reduce power consumption, but also greatly increase production output, meaning Citation will be able to harvest more of its award-winning Fiore flower while maintaining top-shelf quality of organic cannabis.

With these partnerships created, Citation is also finalizing the implementation of its enhanced growing methodologies, which includes deploying a new organic soil mixture and nutrients. Citation currently has crops growing under these new technologies and organic grow methods with harvests commencing in September 2020 and sales initiatives in place to distribute its products to Nevada dispensaries immediately after packaging. The company has installed time lapse cameras in the grow facility to capture the life cycle of the plants and production to share with stakeholders.

In July 2020, the State of Nevada appointed a Cannabis Compliance Board (“CCB”) to oversee and administer the Cannabis Division in Nevada, previously under the control of The Department of Taxation. The CCB lifted the license moratorium that has been in effect since 2019. This important decision, aimed at improving compliance in cannabis business transactions, allows for licenses to be transferred and sold, which is important for Citation, who owns an extra medical and recreational cultivation license that now may be sold in the Nevada market. As such, Citation is

actively looking to purchase a Dispensary License or partner with an existing license holder; an initiative incorporated into the Company's Growth Strategy released at the April 2020 AGM.

"I am extremely proud of our team," commented CEO Erik Anderson. "Everyone is working long hours and we have not been deterred by the global pandemic resulting from the COVID-19 virus. Although Nevada retail dispensaries were hit hard by COVID-19 restrictions, we have continued to harvest cannabis and we currently have over 300 pounds of fresh frozen inventory that has been stockpiled throughout the pandemic. We plan to sell the entire lot to a local processor in order to bring our own production facility back online once all the new grow lights are installed. Our team has worked tirelessly to maintain our downstream sales channels in Nevada and we are laser-focused on ensuring that our brands – Fiore flower and Diamante concentrates – continue to be in high demand by cannabis connoisseurs. We have turned the corner as a company and are ahead of schedule to deliver cashflow positive results in our 2021 fiscal year."

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.

Forward-Looking Statements:

This news release contains forward-looking statements or information that relate to our current expectations and views of future events. These statements relate to future events or future performance. Statements which are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, outlook, expectations or intentions regarding the future including words or phrases such as "anticipate", "objective", "may", "will", "might", "should", "could", "can", "intend", "expect", "believe", "estimate", "predict", "potential", "plan", "is designed to", "project", "continue", or similar expressions suggest future outcomes or the

negative thereof or similar variations. Forward-looking statements may also include, among other things, statements about the future business strategy; expectations of obtaining licenses and permits; expectations regarding expenses, sales and operations; future customer concentration; anticipated cash needs and estimates regarding capital requirements and the need for additional financing; total processing capacity; the ability to anticipate the future needs of customers; plans for future products and enhancements of existing products; future growth strategy and growth rate; future intellectual property; changes in laws and regulations; regulatory approvals and other matters; and anticipated trends and challenges in the markets in which the Company may operate.