

**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

September 1, 2020

Item 3. News Release

The news release attached hereto as Schedule “A” was disseminated on September 1, 2020 by Newsfile.

Item 4. Summary of Material Change

Citation Growth Corp. provides update on Celistra assets sale

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

September 1, 2020

CGRO News Release
September 1, 2020

Citation Growth Corp. Provides Update on Celistra Assets Sale

Kelowna, British Columbia—Citation Growth Corp. (CSE:CGRO) (OTCQX:CGOTF) (“Citation” or “Company”), a licensed U.S. multi-state cannabis cultivator, producer and retailer, announces today that, further to the news release dated August 4, 2020, the company has extended the Definitive Agreement with Indigenomix International (“Indigenomix”) for the sale of the Celistra, BC assets. The company remains confident that the transaction will close and has had positive indications and further cash deposits from the Indigenomix group; however, with the continuing challenges stemming from the global pandemic, the ability to close the transaction on the latest timelines has proven challenging.

Erik Anderson, President and CEO of Citation Growth, stated: “We are working together to close the sale of our Celistra assets to the Indigenomix group and are confident we can do so in a reasonable timeframe. Unfortunately, we have not been able to meet our most recent deadline due to COVID-19 restrictions, but we have been given further confidence through additional non-refundable deposits. We look forward to releasing information regarding a successful transaction shortly.”

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:

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Neither the CSE nor its Regulation Services Provider, nor the OTCQX® has approved nor disapproved the contents of this press release. Neither the CSE, nor the OTCQX® accepts responsibility for the adequacy or accuracy of this release.

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 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 timing and ability of the Corporation to close the sale of the Celistra, BC asset to Indigenomix and whether Indigenomix will provide additional non-refundable deposits. 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, the ability of Indigenomix to close the sale of the Celistra, BC asset and/or provide additional non-refundable deposits, risks relating to the effects of the COVID-19 pandemic on the economy, the public markets and the Company's business; 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.