

**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

October 8, 2020

Item 3. News Release

The news release attached hereto as Schedule “A” was disseminated on October 8, 2020 by Newsfile.

Item 4. Summary of Material Change

Citation Growth Corp. announces changes to its board of 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

October 8, 2020

CGRO News Release
October 8, 2020

Citation Growth Corp. Announces Changes to Its Board of Directors

CALGARY, ALBERTA – October 8, 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. Dylan Rexing to its Board of Directors.

Mr. Rexing is a respected businessman, serving as the President and CEO of Rexing Companies, an Evansville-based network of family owned and operated businesses specializing in transportation and logistics. As the fifth generation running his family’s business, Mr. Rexing has had the opportunity to start his business career at an early age while learning the value of hard work, balancing the virtues of a family-run business and pairing these both with fiscal responsibility.

Mr. Rexing graduated from the University of Southern Indiana with a Bachelor of Science Degree in Accounting. His education and prior experience in his family business saw Mr. Rexing excel in many roles: Accounting as well as Sales and Operations Manager before taking on his current role as President where he has expanded the Group of Companies into the full scope of transportation services it has become today.

Erik Anderson, CEO of Citation, highlighted Mr. Rexing’s suitability for a Board seat due to his multifaceted experience in business management, including areas of accounting, finance, project management, system implementations, acquisitions, sales, logistics and supply chain management. “Mr. Rexing is a strong, young and accomplished business professional that will add depth to our Board,” commented Mr. Anderson. “His demonstrated business success will fortify our company’s ability to deliver and his strategic thinking, including his close ties to many long-time Citation investors, provides confidence that we are moving forward with our plan.”

Rexing also has a passion for community engagement as he currently volunteers for various community non-profit organizations, serving as a board member for a select few. A very proud moment for Mr. Rexing was his ability to intertwine business with corporate social responsibility by giving back to his community. He did so by being instrumental in the decision to construct a Solar Farm, currently the largest non-utility owned in his town, that provides unused residual energy for the communal benefit. Dylan and his wife, Alexandra, have one daughter, Loretta, and reside in Southwest, Indiana. When not adding benefit to the business world and community, Mr. Rexing and his family enjoy traveling and spending time with family and friends.

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
1-877-438-5448 Ext. 713
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.

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.

