**FORM 51-102F3**
**Material Change Report**

**MATERIAL CHANGE REPORT UNDER SECTION 7.1(2) OF NATIONAL INSTRUMENT NO. 51-102**

**Item 1.** **Reporting Issuer**

Asia Cannabis Corp. ("ACC") or (the "**Company**")
Suite 730, 1015 - 4th Street SW
Calgary, Alberta T2R 1J4

**Item 2.** **Date of Material Change**

February 20, 2019

**Item 3.** **Press Release**

On February 27, a news release in respect of the material change was disseminated.

**Item 4.** **Summary of Material Change**

On February 20 2019, the Company announced that it had received a notice of a proposed stock option grant to Mr. Ken McKinnon, a director of ACC.

**Item 5.** **Full Description of Material Change**

On February 20 2019, the Company entered into a proposed option grant to which Mr. Ken McKinnon will be granted 550,000 optioned shares at an exercise price of 0.25 cents a share.

**Item 6.** **Reliance on subsection 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis.

**Item 7.** **Omitted Information**

No information has been omitted.

**Item 8.** **Executive Officer**

Johannes Kingma, CEO, Director

(403) 612-5655

**Item 9.** **Date of Report**

DATED at Calgary, in the Province of Alberta, this 26th day of February, 2019.

**Forward Looking Statements**

*This material change report contains "forward-looking information" within the meaning of applicable Canadian securities legislation which are based upon ACC's current internal expectations, estimates, projections, assumptions and beliefs and views of future events. Forward-looking information can be identified by the use of forward-looking terminology such as "expect", "likely" "may", "will", "should", "intend", "anticipate", "potential", "proposed", "estimate" and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions "may", "would" or "will" happen, or by discussions of strategy.*

*Forward-looking information used in this material change report includes statements relating to the timing for the completion of the Offering and the use of proceeds therefrom. The forward looking information in this material change report is based upon the expectations, estimates, projections, assumptions and views of future events which*

*management believes to be reasonable in the circumstances, including those relating to: general economic conditions, the expected timing and cost of completing the Offering, and the Company's intentions with respect to the use of proceeds from the Offering. Forward-looking information includes estimates, plans, expectations, opinions, forecasts, projections, targets, guidance or other statements that are not statements of fact.*

*Any forward-looking information speaks only as of the date on which it is made, and, except as required by law, ACC does not undertake any obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise. New factors emerge from time to time, and it is not possible for ACC to predict all such factors. When considering these forward-looking statements, readers should keep in mind the risk factors and other cautionary statements in ACC's Prospectus dated May 17th, 2018, which are filed with the applicable Canadian securities regulatory authorities on SEDAR at www.sedar.com.*