

FORM 51-102F3

Material Change Report

1. Name and Address of Company:

Chemistree Technology Inc.
P.O. Box 10322, Pacific Centre
Suite 810 – 609 Granville Street
Vancouver, BC V7Y 1G5

(the "Company")

2. Date of Material Change:

April 8, 2019

3. News Release:

News releases were disseminated on April 9 and April 11, 2019 and were subsequently filed on SEDAR.

4. Summary of Material Change:

Chemistree Technology Inc. (Canadian Securities Exchange: CHM and CHM.WT) (US OTCQB: CHMJF) (the "Company" or "Chemistree") announced the appointment of Nicholas Zitelli as an independent director to the Company's board.

Additionally, the Company announced the appointment of Sheldon Aberman to the newly-created position of Chief Cannabis Officer.

5. Full Description of Material Change:

Chemistree Technology Inc. (Canadian Securities Exchange: CHM and CHM.WT) (US OTCQB: CHMJF) (the "Company" or "Chemistree") announced the appointment of Nicholas Zitelli as an independent director to the Company's board.

Additionally, the Company announced the appointment of Sheldon Aberman to the newly-created position of Chief Cannabis Officer.

Mr. Zitelli

Mr. Zitelli is currently part-owner, Director, and Chief Cannabis Officer of Trans High Corporation (THC), the parent company for all HIGH TIMES brands, including its 45-year old flagship magazine, as well as all related media and event platforms, including the iconic Cannabis Cup. Since 2007, Mr. Zitelli has authored hundreds of articles covering all aspects of cannabis science and technology under the penname of "*Nico Escondido*". In this capacity, Mr. Zitelli has garnered a reputation as an industry expert in the areas of cultivation, genetics, garden technologies, lab testing, and regulatory and compliance measures. This has led to numerous appointments as a state-hired agent for committee, legislation, and policy consultation in numerous jurisdictions across North America and the European Union.

Mr. Zitelli is also the founder and CEO of the Cannabis Genetics Institute (CGI). Founded in Amsterdam, Holland in 2014, CGI is a well-established research and development institute with a mission that focuses on the breeding of customized medicinal strains of cannabis that are ailment-specific as well as patient and physician education in these areas. Through its partnerships with Steep Hill Labs in Berkeley, CA (the first legal cannabis testing lab in the US), as well as the Nolan Kane Laboratory's Cannabis Genomics Initiative at the University of Colorado, Boulder, CGI has been able to use marker-assisted breeding techniques, DNA sequencing, and the procurement of pure landrace genetics to explore and recreate much of the cannabis gene pool that has gone stagnant due to the modern era of feminized genetics. CGI currently conducts most of its R&D in Colorado and Northern California where Mr. Zitelli is a partner at Conscious Vitality Corp., whose medically and recreationally licensed facilities in the Bay area are home to a majority of CGI's research gardens.

Most recently, Mr. Zitelli was named CEO of the newly formed entity Applied Cannabis Sciences, LLC, whose primary charge is the acquisition and operation of vertically integrated medical marijuana licenses along the Eastern seaboard of the U.S. with ongoing projects in New Jersey, New York, and Massachusetts.

During his tenure at HIGH TIMES, Mr. Zitelli also served as Competition Director for High Times' ground-breaking Cannabis Cup event, successfully bringing it into the 21st century by digitizing the platform and creating a proprietary scoring algorithm for cannabis products that included both patient-driven qualitative criteria as well as lab-derived quantitative data. As such Mr. Zitelli owns and controls the world's largest known cannabis database, containing over 30,000 cannabis strains and products that includes crucial information on product efficacy, cannabinoid levels, terpene profiles, and complete information about how each product was grown and / or manufactured.

Through his partnerships, as well as his research and development initiatives, Mr. Zitelli has consulted for cannabis companies around the world, including in Holland, Spain, Canada, Jamaica, and the US, with specialized work in genetic development/ breeding programs, lab testing, and cultivation technologies. He has lectured at institutions around the world on the technical and scientific issues surrounding cannabis as an expert in genetics, plant sciences and photobiology, including John Hopkins University, the University of Colorado, and the Hebrew University of Jerusalem. Late last year, Mr. Zitelli was appointed to the Board of Directors of the New Jersey CannaBusiness Association (NJCBA), where he is tasked with aiding in the development of industry labor forces and educational programs with locally based universities.

Karl Kottmeier, Chemistree's President, stated, "I am very excited to welcome Mr. Zitelli to Chemistree. These are exciting times for the Company and Mr. Zitelli will be a truly outstanding addition to our Board of Directors. Nico has a rare combination of serious passion for the plant combined with deep expertise. His worldwide network throughout the professional cannabis community, in addition to his excellent reputation, will unquestionably be invaluable assets to our Company's continued growth."

“I have worked extensively with many members of the Company’s management team, Board, and consultants in my career and I believe this team has built one of the most attractive and compelling platforms in the cannabis industry today,” said Mr. Zitelli. “Chemistree has carefully and strategically built an ideal team and structure to thrive in this market, and I appreciate the opportunity to support Chemistree through the Company’s planned expansion, particularly in the US market, and help it to define the future of the cannabis industry. Furthermore, I would like to add that it is refreshing to see a group endeavor to build a public company in the correct manner, taking the time to do things correctly and not cutting corners simply to get to money. I am proud to join this team to help set a proper example for the industry, in regards to serving patients and investors alike, in a manner we can take pride in.”

Mr. Aberman

This addition will further strengthen its team and advance the Company’s international expansion strategy, cultivation practices and results in terms of yield, quality, consistency and cost-effectiveness as it continues to execute across these areas and solidify its position as a world leader within the industry.

Mr. Aberman has a well-earned reputation as one of the world’s foremost experts on commercial cannabis cultivation with decades of experience managing and designing thousands of grows worldwide. His expertise, hands on approach and product development background has led to top quality grow room design and construction. Additionally, he has created several multi-million-dollar industry partnerships and other ventures, such as Quantum Horticulture, Pure Essentials Black Label and Cannabis Consulting Co. whose various products and services have been implemented, utilized and run in thousands of grows globally.

"Sheldon is not only a Chemistree Director, but also one of the founders of Chemistree. He has been integral to the Company, overseeing our investment in Washington State, the expansion of our Sugarleaf brand, and the successful receipt of the Conditional Use Permit for the now underway development of 128,000 sq. ft. of canopy and 40,000 sq. ft. of manufacturing and distribution in Desert Hot Springs, California.” stated Karl Kottmeier, Chemistree’s President. “We are thrilled to have him in this new position of Chief Cannabis Officer, joining our team of experts that can execute across our growing portfolio of assets, focused on turning ideas into revenues.” Mr. Kottmeier continued, “Sheldon is a world-renowned leader in the cannabis sector. He has tremendous experience and an unrivalled contact list across the international cannabis community. With this appointment we are even better positioned to continue to build and optimize existing business and expand our operations across the United States and ultimately to international markets. Sheldon has delivered and proven time and again that he is exceptionally well suited to lead this function.”

Over the last 17 years, Mr. Aberman has designed, consulted, constructed hundreds of facilities and projects all around the globe, including Arizona, California, Colorado, Washington, Oregon, Michigan, Nevada, Canada and Spain. He is still retained as lead advisor/consultant for multiple licensed grows. With expertise in greenhouse and indoor cultivation, Mr. Aberman is well known for his commercial automated integration and proven track record of highly efficient redundant designs. He currently continues to oversee

Cannabis Consulting Co., consulting to large scale grows in the US and Canada, and thereby keeping his finger firmly on the pulse of this growing industry.

In September of 2014, he joined Canadian Cannabis Corporation as their CCO in charge of design, implementation and operations of their 312,000 sq. ft. cultivation center just outside of Toronto, Canada. In late 2016, he, via Cannabis Consulting, entered into a consulting agreement to design and build what would become the first licensed cultivation and processing facility in the state of Michigan, being awarded its cultivation license in July of 2018.

Prior to this, he launched his own distribution company Amerinada in 2007. Together with Amerinada's in house brand, Quantum Horticulture, Quantum would come to be recognized as the top-quality brand of horticulture lighting products gaining national acceptance in the US and eventually expanding operations to Canada, Europe and Australia. In 2011, Amerinada merged with R&M Supply making up one of the largest manufacturers and distributors of hydroponic equipment in the US with distribution operations in 5 states with over 150 employees. In late 2013, Mr. Aberman and his business partner sold R&M supply.

Previously, he started as a sales representative in 2003 and advanced to Director of US Sales for Gotta Grow Wholesale, the exclusive US wholesaler of Advanced Nutrients, where he achieved 800% increase in revenues.

About Chemistree Technology Inc.

Chemistree Technology Inc. is an investment company dedicated to the U.S. cannabis sector, endeavoring to provide turn-key solutions for the regulated cannabis industry. The Company's corporate strategy is to acquire and develop vertically integrated cannabis assets, leveraging management's decades of expertise in the cannabis industry and corporate finance to own and operate licensed cultivation, processing, distribution and retail facilities. The Company currently owns assets in Washington State used to operate the Sugarleaf brand, prospective cannabis cultivation lands in California, a 50% interest in a Humboldt County, California cannabis processing company, has completed its first investment in the Canadian cannabis sector through its investment in Pasha Brands and has a pipeline of assets to grow its base of business. For more information, visit www.chemistree.ca.

Advisory

The Company wishes to inform shareholders that there are significant legal restrictions and regulations that govern the cannabis industry in both Canada and the United States.

Cannabis-related Practices or Activities are Illegal Under U.S. Federal Laws

The concepts of "medical cannabis" and "recreational cannabis" do not exist under U.S. federal law. The Federal Controlled Substances Act classifies "marihuana" as a Schedule I drug. Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the United States, and a lack of safety for the use of the drug under medical supervision. As such, cannabis related practices or activities, including without limitation, the manufacture, importation, possession, use or distribution of cannabis are illegal under U.S. federal law. Strict compliance with state laws with respect to cannabis

will neither absolve the Company of liability under U.S. federal law, nor will it provide a defence to any federal proceeding which may be brought against the Company. Enforcement of U.S. federal laws will be a significant risk to the business of the Company and any such proceedings brought against the Company may adversely affect the Company's operations and financial performance.

Further information regarding the legal status of cannabis related activities and associated risk factors, including, but not limited to, risk of enforcement actions, risks that third-party service providers, such as banking or financial institutions cease providing services to the Company, and the risk that Company may not be able to distribute profits, if any, from U.S. operations up to the Company, are included in the Prospectus, the Company's annual information form and other documents incorporated by reference therein and in the Company's Form 2A listing statement filed with the CSE and available under the Company's profile on SEDAR at www.sedar.com.

6. **Reliance on Subsection 7.1(2) of the National Instrument 51-102 *Continuous Disclosure Obligations*:**

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

Douglas Ford, CFO
Telephone: (604) 678-8941

9. **Date of Report:**

April 11, 2019

CHEMISTREE TECHNOLOGY INC.

By: "Douglas Ford"
Chief Financial Officer
(Official Capacity)
Douglas Ford
(Please print here name of individual whose
signature appears above.)