

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:

December 6, 2018

3. News Release:

A news release was disseminated on December 6, 2018 and was subsequently filed on SEDAR.

4. Summary of Material Change:

Chemistree Technology Inc. (Canadian Securities Exchange: CHM) (US OTCQB: CHMJF) (the "Company" or "Chemistree") is pleased to announce that it has now entered into an agreement with Sugarleaf Farms to acquire the global brand and marketing rights to the Sugarleaf brand (outside of Washington State).

5. Full Description of Material Change:

Chemistree Technology Inc. (Canadian Securities Exchange: CHM) (US OTCQB: CHMJF) (the "Company" or "Chemistree") is pleased to announce that it has now entered into an agreement with Sugarleaf Farms to acquire the global brand and marketing rights to the Sugarleaf brand (outside of Washington State).

Chemistree is now underway with establishing the Sugarleaf brand in California, initially via the strategic collaboration recently launched with the Humboldt County-based cannabis processing company (see press release dated November 27, 2018). The Company is currently focused on product development, biomass sourcing and sales and marketing planning as well as adding key people to the new Chemistree California team. Demand for cannabis in California is increasing rapidly and having a recognizable brand that can drive consumer loyalty will benefit the Company in what is a challenging retail environment.

Karl Kottmeier, Chemistree's President, commented "I am really pleased to make this announcement. This is a significant advancement for Chemistree's growth plans and I am grateful to our tremendous team of advisors in California who are helping us access a market that is expected to exceed \$5.1 billion next year. Sugarleaf is a high quality, flower-based product line in Washington state and now, working closely with our new processor partner in Humboldt, we will be able to develop and produce Sugarleaf manufactured products as

well as flower products in the world's sixth largest economy – the massive California market.”

For more information on the Sugarleaf brand and related products, please visit www.sugarleaf.com

About Chemistree Technology Inc.

Chemistree Technology Inc. is an investment company dedicated to the U.S. and international cannabis sector, providing 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 first investment in the Canadian cannabis sector through Pasha Brands and has a robust 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 defense 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 following the completion of the acquisitions, 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 Form 2A listing statement filed with the CSE.

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:**

December 6, 2018

CHEMISTREE TECHNOLOGY INC.

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