

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

CROP Infrastructure Corp. (the “**Company**”)
600 - 535 Howe Street
Vancouver, BC V6C 2Z7

Item 2 Date of Material Change

February 26, 2019.

Item 3 News Release

The news release dated February 26, 2019 was disseminated through Newswire and posted on SEDAR and the CSE site

Item 4 Summary of Material Change

On February 26, 2019, the Company announced closing of its previously announced non-brokered private placement offering (the “**Offering**”) of senior secured convertible debenture units pursuant to which the Company issued senior secured convertible debentures in the principal amount of \$4,000,000 and an aggregate of 13,333,333 share purchase warrants (each, a “**Warrant**”) with each Warrant entitling the holder thereof to acquire one common share of the Company (each, a “**Warrant Share**”) at an exercise price of \$0.50 per Warrant Share for a period of 3 years from the date of closing of the Offering.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See item 4 above and the attached news release for a full description of the material change.

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

None.

Item 8 Executive Officer

Michael Yorke, Chief Executive Officer, (604) 484-4206.

Item 9 Date of Report

February 27, 2019.