

**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**

August 1, 2019.

**Item 3 News Release**

The news release dated August 1, 2019 was disseminated through Newswire. A copy of the news release is attached as Schedule "A" hereto.

**Item 4 Summary of Material Change**

On August 1<sup>st</sup>, 2019, the Company announced that Elite Ventures Group LLC ("**Elite**"), a limited liability company organized and existing under the laws of the State of Nevada in which the Company holds a 49% membership interest, has entered into two commercial real estate purchase agreement (the "**Property Purchase Agreement**") with Trinity Global Investments LLC ("**Trinity Global**") dated July 15, 2019, pursuant to which Trinity Global has agreed to purchase certain real property located in Tonopah, Nevada (together, the "**Nevada Property**") owned by Elite.

**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**

August 6, 2019

## SCHEDULE "A"

### **CROP ANNOUNCES SIGNING OF COMMERCIAL REAL ESTATE PURCHASE AGREEMENT BY ELITE VENTURES FOR TONOPAH, NEVADA PROPERTY FOR GROSS USD \$24.0 MILLION**

**August 1<sup>st</sup>, 2019 – VANCOUVER – CROP Infrastructure Corp. (CSE: CROP) (OTC: CRXPF) (Frankfurt: 2FR)** ("**CROP**" or the "**Company**"), announces that Elite Ventures Group LLC ("**Elite**"), a limited liability company organized and existing under the laws of the State of Nevada in which the Company holds a 49% membership interest, has entered into two commercial real estate purchase agreement (the "**Property Purchase Agreement**") with Trinity Global Investments LLC ("**Trinity Global**") dated July 15, 2019, pursuant to which Trinity Global has agreed to purchase certain real property located in Tonopah, Nevada (together, the "**Nevada Property**") owned by Elite.

The Nevada Property will be sold together with all buildings, improvements, and fixtures constructed or located on the property, in addition to 50 acre-feet of ground water rights, the assignment of a certain Nevada energy agreement along with any costs associated therewith, and the right to use the Licenses (as defined below) on the Nevada Property (together with the Nevada Property, the "**Elite Assets**") for a gross aggregate purchase price of USD\$6,200,000 (the "**Property Purchase Price**").

In connection with the sale of the Nevada Assets, The Hempire Company L.L.C. ("**Hempire**"), a limited liability company organized and existing under the laws of the State of Nevada, has agreed to sell four active, authenticated, usable, uninhibited and transferrable Nevada Marijuana Certificates (the "**Licenses**" and, together with the Elite Assets, the "**Nevada Assets**") owned by Hempire to Trinity Global pursuant to the terms of an asset purchase agreement (the "**Asset Purchase Agreement**") dated July 15, 2019 in consideration for USD\$17,800,000 (the "**License Purchase Price**"). Pursuant to the terms of a Nevada cannabis license option agreement dated April 17, 2019 between Hempire and Elite, Hempire granted Elite with an option to acquire 100% of the Licenses, at any time prior to April 17, 2050, for USD\$10,000.

In consideration for the purchase of the Nevada Assets, Trinity Global has agreed to pay an aggregate cash sum of USD\$24,000,000 (which amount represents the aggregated sum of the Property Purchase Price and the License Purchase Price) as follows:

- an aggregate of USD\$50,000 payable on or before July 26, 2019 (the "**Property Deposit**"), which Property Deposit shall entitle Trinity Global to a due diligence period ending August 6<sup>th</sup> (the "**Due Diligence Period**");
- USD\$950,000 payable on or before July 26, 2019 (the "**License Deposit**"), which License Deposit shall become non-refundable and applied to the License Purchase Price at the expiration of the Due Diligence Period; and
- USD\$23,000,000 payable upon the closing of the Property Purchase Agreement and the Asset Purchase Agreement (the "**Closing**"), which Closing is expected to occur on or before August 9<sup>th</sup>, 2019, provided there are no unforeseen delays.

In connection with the sale of the Nevada Assets, Elite and Hempire have entered into a separate disbursement agreement dated July 15, 2019, pursuant to which CROP will benefit from a combined USD\$16,163,464.60 (CAD\$21,251,723) directly from the sale of the Nevada Assets and indirectly through the repayment of certain debts accrued in connection therewith. Accordingly, USD\$8,301,352.27 (CAD10,914,617) will be sent directly to CROP's account as reimbursement for certain upgrades to the Nevada Property paid for by CROP, for interest payments made to date by CROP to service the initial loan used to purchase the Nevada Property and for its 49% share of the net profits. Furthermore, USD\$7,862,112.34 (CAD\$10,337,105) will be directly paid to certain creditors to the Nevada Property including an aggregate of CAD\$5,250,000 to the certain holders of convertible debentures of the Company as well as USD\$3,399,344.49 to the holder of a 20 year note issued in connection with the Nevada Property and with. The balance of the proceeds from the sale of the Nevada Assets will be paid to remaining members of Elite in amounts proportional to each member's equity stake. All exchange rates based on the Bank of Canada exchange rate dated July 31, 2019.

Closing is subject to a number of conditions, including but not limited to, completion of satisfactory due diligence by Trinity Global, receipt of the requisite state and local governing authority approvals, and other customary closing conditions normal for a transaction of this nature.

Michael Yorke, CEO stated "The sale of the Esmerelda THC property will be bittersweet for the Company. We used a combination of long-term mortgages and convertible debt to finance the project making this an attractive return on investment for CROP and its stakeholders. The sale of the Nevada project will clean up our balance sheet as well as provide capital to vertically integrate, hire additional personnel, and focus on the four states the Company remains present."

### **About CROP**

CROP is a publicly listed company trading on the CSE under the symbol CROP. The Company is focused on owning a portfolio of cannabis branding, CBD and real estate assets through its wholly and partially-owned subsidiaries. CROP's portfolio of projects includes cultivation properties in California, two in Washington State, a 1,000-acre Nevada cannabis farm, 2,115 acres of Hemp CBD farms, and a growing portfolio of share equity in various companies within the cannabis space.

CROP has developed a portfolio of assets including Canna Drink, a cannabis infused functional beverage line and 16 cannabis brands.

### **Contact**

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### **Disclaimer for Forward-Looking Statements**

*This news release contains forward-looking statements that involve various risks and uncertainties regarding future events. Such forward-looking statements are based on current expectations of*

*management, involve a number of risks and uncertainties, and are not guarantees of future performance of the Company. These statements generally can be identified by the use of forward-looking words such as "may", "should", "will", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Forward-looking statements in this news release include, but are not limited to, statements regarding: (i) the Property Purchase Agreement and the respective closing thereof; (ii) the License Purchase Agreement and the respective closing thereof; and (iii) the expected use of proceeds from the sale of the Nevada Assets by the Company. Forward-looking statements are necessarily based on a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors that may cause actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results or events to differ materially from current expectations include, but are not limited to, the unsatisfactory due diligence review of the Assets by Trinity Global, the regulatory and legal framework of the United States cannabis industry, general market conditions and other factors beyond the control of the Company. Such forward-looking statements should therefore be construed in light of such factors, and the Company is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law.*

*The CSE (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.*