

FORM 12

NOTICE OF PROPOSED STOCK CONSOLIDATION OR RECLASSIFICATION

Name of Listed Issuer: Ventura Cannabis and Wellness Corp. (the "Issuer")

Trading Symbol: VCAN

Date: February 25, 2019

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification

The Issuer is consolidating its common shares on the basis of each 7.34 pre-consolidation shares becoming 1 post-consolidation common share. As a result of the consolidation, the approximate 250,065,621 common shares of the Issuer currently issued and outstanding will be reduced to approximately 34,068,885 common shares on a post-consolidated basis.

The consolidation will affect all security holders of the Issuer, including holders of outstanding incentive stock options, warrants and other securities convertible into or exercisable for common shares. The exercise price, number and exchange basis of these securities will be adjusted on the Effective Date to reflect the consolidation.

2. Number of securities outstanding and reserved for issuance following the reclassification

Approximately 34,068,885 common shares

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders

The directors of the Issuer believe that establishing a higher market price for the Issuer's common shares will increase investment interest by the equity capital markets by broadening the pool of investors that may consider investing in the Issuer, including investors whose internal investment policies prohibit or discourage them from purchasing stock trading below a certain minimum price.

4. Date of shareholders' meeting to approve the reclassification

N/A

5. Record date for the reclassification

March 1, 2019

6. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated February 25, 2019

Jacob Gamble
Name of Director or Senior
Officer

"Jacob Gamble"
Signature

Chief Executive Officer
Official Capacity

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