

**MATERIAL CHANGE REPORT
Form 51-102F3**

Item 1 **Name and Address of Company**

Crop Infrastructure Corp.
the "Company")
Suite 600 - 535 Howe Street
Vancouver, BC, Canada, V6C 2Z4

Item 2 **Date of Material Change**

May 2, 2018.

Item 3 **News Release**

The Company issued a news release relating to the material change described herein on May 2, 2018, through Newswire. A copy of the news release is attached as Schedule "A" hereto.

Item 4 **Summary of Material Change**

On May 2, 2018 – the Company announced that it has closed the previously announced non-brokered private placement for gross proceeds of \$4,349,270. (See news release dated April 6, 2018) by issuance of an aggregate of 10,873,175 units. Each \$0.40 unit consists of one common share ("Common Shares") of CROP and one half of one common share purchase warrant ("Warrant") where each whole Warrant entitles the holder to purchase one additional common share ("Warrant Share") at an exercise price of \$0.55 per Warrant Share for a period of eighteen months following the date of issuance.

Item 5: **Full Description of Material Change**

Please see the attached Schedule "A".

Item 6: **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable

Item 7: **Omitted Information**

None

Item 8 **Executive Officer**

For further information, please contact:
N. Alex Horsley
Director
info@cropcorp.com
(604) 484-4206

Item 9 **Date of Report**

May 2, 2018

SCHEDULE "A"

**CROP INFRASTRUCTURE CLOSES PRIVATE PLACEMENT &
APPOINTS DIRECTOR**

May 2, 2018 Vancouver, British Columbia – CROP Infrastructure Corp. (the “Company”) (CSE: CROP / OTC: CIICF) announces that it has closed the previously announced non-brokered private placement for gross proceeds of \$4,349,270. (See news release dated April 6, 2018) by issuance of an aggregate of 10,873,175 units. Each \$0.40 unit consists of one common share ("Common Shares") of CROP and one half of one common share purchase warrant (“Warrant”) where each whole Warrant entitles the holder to purchase one additional common share (“Warrant Share”) at an exercise price of \$0.55 per Warrant Share for a period of eighteen months following the date of issuance.

The company paid \$11,450 in commissions in conjunction with the financing and has issued 26,250 broker warrants exercisable on the same terms as the warrant issued in the financing. The company has also settled \$340,700 of debt in shares at \$0.40.

Further the company announces it has appointed Ms. Twila Jensen to the board of directors. Ms. Jensen is a Senior Capital Markets Strategist with Stockhouse.com, Canada's leading financial community and a global hub for affluent investors, with over one million unique monthly visitors. Ms. Jensen also acts as an Independent Director for two other TSX Venture Exchange listed companies, Durango Resources Corp. and BTU Metals Corp. Ms. Jensen has over 18 years of experience working in the capital markets within sales and marketing roles, as an independent director and also part of audit committees. She has worked with hundreds of public companies across North America in various sectors over the last two decades.

About CROP Infrastructure Corp.

Crop Infrastructure is engaged in the business of branding, investing, constructing, owning and leasing turnkey greenhouse projects to licensed cannabis producers and processors. The company's first project and core asset is its Greenhouse project currently under construction in the State of Washington.

For further information, please contact:

Crop Infrastructure Corp.

Alex Horsley, Director

Tel: 604-484-4206

E-mail: info@cropcorp.com

The securities of the Company are considered highly speculative due to the nature of the Company's business. The Company is indirectly involved through its business in both the medical and recreational cannabis industry in the United State where local state law permits such activities. As a result of the conflicting views between state legislatures and the federal government regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation and regulation and therefore there are risks of federal government enforcement. Marijuana-related practices or activities, including the cultivation, possession or distribution of marijuana, are illegal under U.S. federal law.

Forward-Looking Statements

Certain statements in this release are forward-looking statements, which include regulatory approvals, the business of the Company and other matters. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding looking wording such as “may”, “expect”,

"estimate", "anticipate", "intend", "believe" and "continue" or the negative thereof or similar variations. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, estimates, forecasts, projections and other forward-looking statements will not occur. Forward-looking statements are necessarily based upon a number of factors that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements express or implied by such statements.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made by, third parties in respect of the matters discussed above.