

FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

Item 1. Name and Address of Company

Liht Cannabis Corp. (“**Liht**” or the “**Company**”)
102, 1561 Sutherland Ave.
Kelowna, BC V1Y 5Y7

Item 2. Date of Material Change

May 13, 2019

Item 3. News Release

The news release attached hereto as Schedule “A” was disseminated on May 13, 2019 by Cision PR Newswire and concurrently filed on SEDAR.

Item 4. Summary of Material Change

Liht announced that it has commenced its first commercial sales of recreational cannabis in the state of Nevada. Additionally, the Company announced the closing of the first tranche of a non-brokered private placement (the "Offering") of secured Convertible Debentures (the "Debentures") for gross proceeds of C\$250,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Liht Cannabis Corp. announced that it has commenced its first commercial sales of recreational cannabis in the state of Nevada. The Company has identified wholesale partnerships with two (2) retailers, totalling five (5) dispensary locations in the Reno & Laughlin region of Nevada, from which the retailers will purchase Liht's entire supply of premium, triple certified organic flower – presently produced at a rate of 110 lbs per month from Liht's 10,000 ft² North Las Vegas facility. The partnerships will also leverage the marketing and advertising experience of ACC Industries Group, LLC, which has been instrumental in consummating the arrangement between the two parties.

Rahim Mohamed, CEO of Liht, commented, "This is a tremendous achievement for Liht and we look forward to continue supplying the Nevada market with our premium flower in advance of Liht's concentrate product roll-out, expected to begin July 2019. Securing shelf space for our organic products reaffirms Liht's commitment to redefine 'premium cannabis' within the North American market."

The Company is further announced that its California retail location, "Green Leaf Wellness", has received an award from Palm Springs Life Magazine for "Best of the Best: 2019" in the dispensary category for the Desert Hot Springs area. The retailer is located in the Coachella Valley, which is home to the famous Coachella Music Festival that attracts an estimated 4.5 million tourists each year. Dubbed "California's Prestige Magazine", Palm Springs Life and its readers have collectively praised Green Leaf Wellness for its wide array of products and educational programming for both new customers and seasoned connoisseurs.

Additionally, the Company announced the closing of the first tranche of a non-brokered private placement (the "Offering") of secured Convertible Debentures (the "Debentures") for gross proceeds of C\$250,000. The Debentures mature on May 8, 2021 (the "Maturity Date") and bear interest at a rate of 10% per annum, payable on the earlier of the Maturity Date or upon conversion of the Debenture.

The Debentures (including any accrued and unpaid interests) are convertible at the option of the holder into units of the Company (each, a "Unit") at a conversion price of C\$0.20 per

Unit. Each Unit consists of one (1) common share of the Company (a "Common Share") and one (1) Common Share purchase warrant of the Company (a "Warrant"), with each Warrant entitling the holder thereof to purchase one (1) Common Share of the Company at an exercise price of C\$0.35 per share for a period of eighteen (18) months.

The Company will use the net proceeds of the Offering to finalize the build-out of the first phase of Liht's Nevada operations, including the purchase of lab equipment, a distribution vehicle, and for general and working capital purposes.

The Debentures and the underlying Common Shares and Warrants (and any Common Shares issuable upon conversion thereof), are subject to a statutory four (4) month and one (1) day hold period, until September 9, 2019.

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

Not applicable.

Item 8. Executive Officer

Nilda Rivera, CFO & Corporate Secretary
Liht Cannabis Corp.

Item 9. Date of Report

May 13, 2019

SCHEDULE "A"

THIS PRESS RELEASE IS NOT FOR PUBLICATION OR DISSEMINATION IN THE UNITED STATES. FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF UNITED STATES SECURITIES LAW

Liht Cannabis Corp. Announces First Product Sales and Closing of First Tranche of Private Placement

KELOWNA, BRITISH COLUMBIA – May 13, 2019 – **Liht Cannabis Corp. (CSE: LIHT) (OTCQX: LIHTF)** ("**Liht**" or the "**Company**"), a licensed cannabis cultivator and producer, is pleased to announce that it has commenced its first commercial sales of recreational cannabis in the state of Nevada. The Company has identified wholesale partnerships with two (2) retailers, totalling five (5) dispensary locations in the Reno & Laughlin region of Nevada, from which the retailers will purchase Liht's entire supply of premium, triple certified organic flower – presently produced at a rate of 110 lbs per month from Liht's 10,000 ft² North Las Vegas facility. The partnerships will also leverage the marketing and advertising experience of ACC Industries Group, LLC, which has been instrumental in consummating the arrangement between the two parties.

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The Company is further pleased to announce that its California retail location, "**Green Leaf Wellness**", has received an award from Palm Springs Life Magazine for "Best of the Best: 2019" in the dispensary category for the Desert Hot Springs area. The retailer is located in the Coachella Valley, which is home to the famous Coachella Music Festival that attracts an estimated 4.5 million tourists each year. Dubbed "California's Prestige Magazine", Palm Springs Life and its readers have collectively praised Green Leaf Wellness for its wide array of products and educational programming for both new customers and seasoned connoisseurs.

Additionally, the Company is announcing the closing of the first tranche of a non-brokered private placement (the "**Offering**") of secured Convertible Debentures (the "**Debentures**") for gross proceeds of C\$250,000. The Debentures mature on May 8, 2021 (the "**Maturity Date**") and bear interest at a rate of 10% per annum, payable on the earlier of the Maturity Date or upon conversion of the Debenture.

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The Company will use the net proceeds of the Offering to finalize the build-out of the first phase of Liht's Nevada operations, including the purchase of lab equipment, a distribution vehicle, and for general and working capital purposes.

The Debentures and the underlying Common Shares and Warrants (and any Common Shares issuable upon conversion thereof), are subject to a statutory four (4) month and one (1) day hold period, until September 9, 2019.

The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

ABOUT LIHT CANNABIS CORP.

Liht Cannabis Corp. is a publicly traded company investing in the medical and recreational cannabis space since 2014. Liht has rapidly expanded to include cultivation, production and dispensary locations in the key North American states of Washington, Nevada, and California, and is seeking expansion opportunities worldwide.

www.lihtcannabis.com

FOR FURTHER INFORMATION:

Rahim Mohamed, CEO
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(403) 605-9429

SOCIAL MEDIA:

twitter.com
facebook.com

STOCK EXCHANGES:

Liht trades in Canada, ticker symbol LIHT on the CSE, and in the United States, ticker symbol LIHTF on the OTCQX. The Company also trades on other recognized platforms in Europe including Stuttgart, Tradegate, L & S, Quotnx, Dusseldorf, Munich, and Berlin.

Neither the CSE nor its Regulation Services Provider, nor the OTCQX® has approved nor disapproved the contents of this press release. Neither the CSE, nor the OTCQX® accepts responsibility for the adequacy or accuracy of this release.

MARIJUANA INDUSTRY INVOLVEMENT:

Canadian listings (CSE) will remain in good standing as long as they provide the disclosure that is rightly required by regulators and complying with applicable licensing requirements and the regulatory framework enacted by the applicable state in which they operate.

Liht owns marijuana licenses in California and Nevada. Marijuana is legal in each state, however, marijuana remains illegal under US federal law and the approach to enforcement of US federal law against marijuana is subject to change. Shareholders and investors need to be aware that adverse enforcement actions could affect their investments and that Liht's ability to access private and public capital could be affected and or could not be available to support continuing operations.

Liht's business is conducted in a manner consistent with state law and is in compliance with licensing requirements. Copies of licenses are posted on Liht's website. Liht has internal compliance procedures in place and has compliance focused attorneys engaged in jurisdictions to monitor changes in laws for compliance with US federal and state law on an ongoing basis. These law firms inform any necessary changes to our policies and procedures for compliance in Canada and the US.

FORWARD – LOOKING STATEMENTS:

Certain statements in this release are forward-looking statements, which includes, the expected outcomes of its business, the proceeding commenced against the Company, the counterclaim made by 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 statement 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. These assumptions, risks and uncertainties include, among other things, the state of the economy in general and capital markets in particular, present and future business strategies, the environment in which the Company will operate in the future, and other factors, many of which are beyond the control of the Company. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive and regulatory uncertainties and risks.

Forward-looking statements are subject to a variety of risks and uncertainties, which could cause actual events, level of activity, performance or results to differ materially from those reflected in the forward-looking statements, including, without limitation: that laws and regulations may become more onerous; the ability of the Company to obtain necessary financing; the economy generally; the future growth, results of operations, performance and business prospectus and opportunities; changes in and the effect of government policies; demand for products; competition; anticipated and unanticipated costs; reliance on management; claims and legal proceedings; conflicts of interest; and market price and volatility of the Common Shares. Factors that could cause actual results to differ materially from those in forward-looking statements include, but are

not limited to, continued availability of capital and financing and general economic, market or business conditions, the loss of key directors, employees, advisors or consultants, technology failures, failure to obtain a license from Health Canada or from other government agencies, failure to develop new and innovative products, failure of counterparties to perform their contractual obligations and fees charged by service providers. Important factors that could cause actual results to differ materially from the Company's expectations include, litigation, global economic climate, loss of key employees and consultants, additional funding requirements, changes in laws, competition, and failure of counterparties to perform their contractual obligations. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of 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. The Canadian Securities Exchange has not reviewed, nor approved the contents of this news release.