

**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**

June 10, 2019

**Item 3. News Release**

The news release attached hereto as Schedule “A” was disseminated on June 10, 2019 by Newsfile Newswire and concurrently filed on SEDAR.

**Item 4. Summary of Material Change**

The Company announced that it has changed its name from Liht Cannabis Corp. to Citation Growth Corp. and will be consolidating its common shares on the basis of one (1) post-consolidation share for every four (4) pre-consolidation common shares effective Wednesday, June 12, 2019.

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

**5.1 Full Description of Material Change**

See news release attached hereto as “Schedule A”.

**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**

June 10, 2019

## SCHEDULE "A"

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

# **Liht Cannabis Corp. Changes Name to Citation Growth Corp. – Announces Share Consolidation and Provides Financing Update**

**KELOWNA, BRITISH COLUMBIA** – June 10, 2019 – **Liht Cannabis Corp. (CSE: LIHT) (OTCQX: LIHTF)** ("Liht", "LIHT", or the "Company"), a licensed cannabis cultivator and producer, is pleased to announce that the Company has changed its corporate name from Liht Cannabis Corp. to Citation Growth Corp. ("**Citation**"). The corporate name change is part of a larger rebranding initiative by the Company to complement the proposed transaction (the "**Proposed Transaction**") between the Company and the ACC Group of Companies (collectively, "**ACC**"), announced in the Company's press release dated May 24, 2019, and to reaffirm the Company's continuing corporate growth strategy: to become a leading multi-state operator (**MSO**) of cannabis cultivation and production assets across the United States and Canada, as legislation and regulations may permit. The Company anticipates executing a definitive agreement to acquire ACC on or prior to June 15, 2019.

In anticipation of the Proposed Transaction, the Company will be completing the consolidation of its common shares (the "**Consolidation**") on the basis of one (1) post-consolidation share for every four (4) pre-consolidation common shares (the "**Consolidation Ratio**"), effective Monday, June 10, 2019. Following completion of the Consolidation, the number of issued and outstanding common shares of the Company will be reduced from 247,875,997 to approximately 61,969,000. No fractional shares will be issued as a result of the Consolidation. In accordance with Section 83 of the *Business Corporations Act* (British Columbia), each fractional common share of the Company remaining after the Consolidation that is less than one-half of one common share will be rounded down and cancelled and each fractional common share of the Company remaining after the Consolidation that is at least one-half of one common share will be rounded up to one common share. All outstanding stock options, warrants, and other convertible securities will be similarly adjusted by the Consolidation Ratio.

The record date for the Consolidation has been set for Wednesday, June 12, 2019 and a letter of transmittal (a "**Letter of Transmittal**") will be mailed to all registered shareholders of the Company. All registered shareholders will be required to deposit their certificate(s) representing their common shares along with their duly completed Letter of Transmittal with Laurel Hill Advisory Group, (the "**Depository Agent**"). Please contact the Depository Agent for any queries in exchanging your common shares at their North American toll-free number 1-866-892-5387 or via email at [inquiries@laurelhill.com](mailto:inquiries@laurelhill.com). Non-registered shareholders who hold their common shares through an intermediary (securities broker, dealer, bank, or financial institution) are not required to take any action to effect the exchange of their common shares.

Effective at market open on Wednesday, June 12, 2019: (1) the Company's post-consolidation common shares will begin trading on the Canadian Securities Exchange (the "CSE") under the new trading symbol "CGRO" with the new CUSIP 17289C109 and ISIN CA17289C1095; (2) the Company's listed post-consolidation common share purchase warrants, expiring January 31, 2021, will begin trading on the CSE under the new trading symbol "CGRO.WT" with the new CUSIP 17289C117 and ISIN CA17289C1178; and (3) the Company's listed post-consolidation common share purchase warrants expiring January 31, 2020 will begin trading on the CSE under the new trading symbol "CGRO.WT" with the new CUSIP 17289C125 and ISIN CA17289C1251.

As announced in the Company's press release dated May 24, 2019, in connection with the Proposed Transaction, the Company has agreed to undertake an equity financing of up to US\$10MM. The net proceeds of the proposed equity financing are intended to be directed toward: (a) further development of the Company's Celista, British Columbia property, which will include planned construction of up to 20,000 ft<sup>2</sup> of indoor cultivation space and the securing of a temporary cannabis cultivation license under the *Access to Cannabis for Medical Purposes Regulations* (ACMPR) and the *Cannabis Act* (Canada), which management of the Company estimates will require approximately US\$2.45MM in initial capital expenditures for the collective activities; and (b) following the closing of the Proposed Transaction, the expansion of ACC's current cultivation and production footprint in Pahrump, Nevada by an additional 31,600 ft<sup>2</sup>, which management of ACC estimates will require approximately US\$4.05MM in initial capital expenditures. Any net proceeds from the proposed equity financing that remain uncommitted will be directed toward the exploration of additional growth opportunities, working capital, and general corporate purposes. To complement the equity financing, and as previously announced, the Company will also pursue a potential debt financing of up to US\$17MM, secured against the Company's North Las Vegas assets, to further the development of the Company's three-story "Phase 2" North Las Vegas cultivation and production infrastructure, estimated to total up to 65,000 ft<sup>2</sup> upon completion. Further, the Company and ACC may elect to jointly pursue an additional, unsecured non-dilutive debt financing of up to US\$7MM to further development of ACC's Pahrump, Nevada licensed assets.

### **About Liht Cannabis Corp.**

Liht Cannabis Corp. is a publicly traded company that has been investing in the medical and recreational cannabis space since 2014. Liht has rapidly expanded its operating portfolio to include cultivation, production, and dispensary locations in key North American state-legal jurisdictions, such as Washington State, Nevada, and California, and is seeking expansion opportunities worldwide.

### **About the ACC Group of Companies**

ACC Group of Companies is a group of privately held companies that have held indoor cannabis cultivation licenses in the State of Nevada since 2014. Primarily located in Pahrump, Nevada, ACC prides itself on its expansive collection of premium cannabis cultivars and its innovative seed genetics program.

### **For Further Information:**

Rahim Mohamed, CEO

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(403) 605-9429

[www.lihtcannabis.com](http://www.lihtcannabis.com)

### **Social Media:**

[www.twitter.com/lihtcannabisco](https://www.twitter.com/lihtcannabisco)

[www.facebook.com/lihtco](https://www.facebook.com/lihtco)

### **Stock Exchanges:**

Liht trades in Canada, under the ticker symbol LIHT on the CSE, and in the U.S., under the ticker symbol LIHTF on the OTCQX. The Company also trades on other recognized platforms in Europe including Frankfurt, 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:**

The Company owns marijuana licenses in California and Nevada. Marijuana is legal in each state; however, marijuana remains illegal under United States ("U.S.") federal law and the approach to enforcement of U.S. federal law against marijuana is subject to change. Shareholders and investors need to be aware that federal enforcement actions could adversely affect their investments and that the Company's ability to support continuing U.S.-based operations and its access private and public capital could be materially adversely affected.

The Company's business is conducted in a manner consistent with state law and is in compliance with applicable state licensing requirements in the U.S. The Company has internal compliance procedures in place and has compliance focused attorneys engaged in jurisdictions to monitor changes in laws for compliance with U.S. 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 U.S.

Unlike in Canada which has Federal legislation uniformly governing the cultivation, distribution, sale and possession of cannabis under the *Cannabis Act* (Canada), readers are cautioned that in the U.S., cannabis is largely regulated at the state level. To the knowledge of the Company, there are to date a total of 33 states, plus the District of Columbia, that have legalized cannabis in some form. Notwithstanding the permissive regulatory environment of medical cannabis at the state level, cannabis continues to be categorized as a controlled substance under the Controlled Substances Act in the U.S. and as such, cannabis-related practices or activities, including without limitation, the manufacture, importation, possession, use or distribution of cannabis are illegal under U.S. federal law. Strict compliance with state laws with respect to cannabis will neither absolve the Company of liability under the U.S. federal law, nor will it provide a defense to any U.S. federal proceeding, which may be brought against the Company. Any such proceedings

brought against the Company may materially adversely affect its operations and financial performance in the U.S. market.

Currently, listings of Canadian companies on the CSE will remain in good standing as long as they provide the disclosure that is required by the applicable Canadian securities regulators and complying with applicable licensing requirements and the regulatory framework enacted by the applicable state in which they operate.

### **Forward-Looking Statements:**

This news release contains forward-looking statements that relate to our current expectations and views of future events. These statements relate to future events or future performance. Statements which are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, outlook, expectations or intentions regarding the future including words or phrases such as "anticipate", "objective", "may", "will", "might", "should", "could", "can", "intend", "expect", "believe", "estimate", "predict", "potential", "plan", "is designed to", "project", "continue", or similar expressions suggest future outcomes or the negative thereof or similar variations. Forward-looking statements may also include, among other things, statements about the Company's: proposed US\$10MM equity financing and US\$17MM debt financing being completed and anticipated use of proceeds from such financings; future business strategy; the anticipated completion of the Proposed Transaction with ACC and the securityholders thereof; expectations of obtaining licenses and permits; expectations regarding expenses, sales and operations; future customer concentration; anticipated cash needs and estimates regarding capital requirements and the need for additional financing; total processing capacity; the ability to anticipate the future needs of customers; plans for future products and enhancements of existing products; future growth strategy and growth rate; future intellectual property; regulatory approvals and other matters; and anticipated trends and challenges in the markets in which the Company may operate.

Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including the demand for our products; anticipated costs and ability to achieve goals; the Company's ability to complete any contemplated transactions; historical prices of cannabis; and that there will be no regulation or law that will prevent the Company or ACC from operating its businesses; 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; the estimated size of the cannabis market; 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. Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. Given these risks, uncertainties and assumptions, the reader should not place undue reliance on these forward-looking statements.

Forward-looking statements are subject to known and unknown risks, uncertainties and other important factors that may cause the actual results to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: execution of the definitive agreement with respect to the Proposed Transaction; completion of the Proposed Transaction; accuracy of information provided by management of ACC to the Company regarding its management estimated future capital expenditure costs, revenue, and timeframe for the

completion of its Pahrump, Nevada facility; business, economic and capital market conditions; the ability to manage the Company's operating expenses, which may adversely affect the Company's financial condition; the Company's ability to remain competitive; regulatory uncertainties; market conditions and the demand and pricing for our products; exchange rate fluctuations; the risk of difficulties in the integration of the Company and ACC; security threats; the Company's relationships with its customers, distributors and business partners; the Company's ability to attract, retain and motivate qualified personnel; industry competition; the impact of technology changes on the Company's products and industry; the Company's ability to successfully maintain and enforce its intellectual property rights and defend third-party claims of infringement of their intellectual property rights; the impact of litigation that could materially and adversely affect our business; the Company's ability to manage its working capital; and the Company's dependence on key personnel. The Company is not a positive cash flow company and it may not actually achieve its plans, projections, or expectations (the Company and ACC have a history of losses).

Important factors that could cause actual results to differ materially from the Company's expectations include, consumer sentiment towards the Company's products and cannabis generally; risks related to the Company and ACC's ability to maintain its licenses issued by governments in good standing; uncertainty with respect to the Company and ACC's ability to grow, store and sell cannabis; risks related to the costs required to meet the obligations related to regulatory compliance; risks related to the extensive control and regulations inherent in the industry in which the Company and ACC operate; risks related to governmental regulations, including those relating to taxes and other levies; risks related to an early stage business and a business involving an agricultural product and a regulated consumer product; risks related to building brand awareness in a new industry and market; risks relating to restrictions on sales and marketing activities imposed by governments; risks inherent in the agricultural business; risks relating to energy costs; risks relating to product liability claims, regulatory action and litigation; risks relating to recall or return of products; and risks relating to insurance coverage; global economic climate; equipment and building failures; increase in operating costs; decrease in the price of cannabis; security threats; government regulations; loss of key employees and consultants; additional funding requirements; volatility in the securities of the Company; changes in laws; technology failures; failure to obtain permits and licenses; anticipated and unanticipated costs; competition; risks associated with the substantial obligations of being a public company; and failure of counterparties to perform their contractual obligations. This list is not exhaustive of the factors that may affect the forward-looking statements. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the forward-looking statements.

Except as required by law, the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future event or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. Neither the Company nor any of its representatives make any representation or warranty, express or implied, as to the accuracy, sufficiency or completeness of the information in this news release. Neither the Company nor any of its representatives shall have any liability whatsoever, under contract, tort, trust or otherwise, to the reader or any person resulting from the use of the information in this news release by the reader or its representatives or for omissions from the information in this news release.

The securities of the Company are considered highly speculative due to the nature of the Company and ACC's businesses.

All information in this news release concerning ACC has been provided for inclusion herein by ACC. Although the Company has no knowledge that would indicate that any information contained herein concerning ACC is untrue or incomplete, the Company assumes no responsibility for the accuracy or completeness of any such information.

Accordingly, readers should not place undue reliance on forward-looking statements. Financial amounts are in United States Dollars, unless otherwise specified.

**Not an Offer or Solicitation:**

This press release is not an offer of the Company's securities for sale in the U.S. The securities may not be offered or sold in the U.S. absent registration or an available exemption from the registration requirements of the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") and applicable U.S. state securities laws. The Company will not make any public offering of its securities in the U.S. The Company's securities have not been and will not be registered under the U.S. Securities Act.

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 these securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful.