

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

Item 1. Name and Address of Company

Citation Growth Corp. (“CGRO” or the “Company”)
102, 1561 Sutherland Ave.
Kelowna, BC V1Y 5Y7

Item 2. Date of Material Change

August 6, 2019

Item 3. News Release

The news release attached hereto as Schedule “A” was disseminated on August 6, 2019 by Newsfile Newswire and concurrently filed on SEDAR.

Item 4. Summary of Material Change

The Company announced that it has closed the acquisition of the ACC Group of Companies, a Nevada-based licensed cannabis cultivator and producer.

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
Citation Growth Corp.

Item 9. Date of Report

August 6, 2019

Citation Growth Corp. Closes Acquisition of Premium Cannabis Cultivator, ACC Group of Companies

KELOWNA, BRITISH COLUMBIA – August 6, 2019 – **Citation Growth Corp.** (formerly, Liht Cannabis Corp.) (**CSE: CGRO**) (**OTCQX: CGOTF**) ("**Citation**" or the "**Company**"), a licensed cannabis cultivator and producer, is pleased to announce that, further to the Company's press release dated July 24, 2019, on August 2, 2019 it closed the previously announced transaction (the "**Transaction**") to acquire the **ACC Group of Companies** ("**ACC**"), a Nevada-based group of companies licensed for cannabis cultivation and well-known for its award-winning cannabis cultivars. The Company believes the integration of ACC into Citation's existing cultivation and extraction infrastructure will support its continuing corporate growth strategy to become a leading multi-state operator of cannabis assets across the United States ("**U.S.**") and Canada, as applicable legislation and regulations may permit.

Rahim Mohamed, the newly appointed President of Citation commented, "The acquisition of ACC provides the fuel required to accelerate Citation's movement to large-scale cannabis cultivation and production. Pairing complimentary cultivation and seed genetics assets provided by ACC with Citation's Nevada production facility and advanced propagation techniques gives the Company the resources necessary to rapidly expand throughout the legal cannabis market in the State of Nevada and beyond."

Citation anticipates that the acquisition of ACC, pursuant to the closing of the Transaction ("**Closing**"), will:

- create one of the largest license holders for cultivation in the State of Nevada, with an estimated consolidated licensed footprint for the combined entity of up to 569,600 ft², including up to 16,000 ft² in processing space for cannabis concentrates and edibles, assuming the successful completion of all proposed site phases. The Company estimates capital expenditure requirement for the combined entity of approximately US\$90MM, which the Company anticipates will be made available through a combination of equity and non-dilutive debt financings, as well as from the reinvestment of profits generated from the Company's operations;
- significantly enhance Citation's Nevada operations by combining the Company's comprehensive experience in organic cultivation techniques with ACC's award-winning seed genetics program, fostering a new, premium cannabis powerhouse in the State of Nevada, and any such other jurisdictions it may enter, as regulations and legislation may permit;
- provide the opportunity to build upon ACC's successful CY2018 unaudited financial performance, where it achieved revenue of approximately US\$7.9MM, gross margin of approximately 57%, and adjusted EBITDA of approximately US\$1.0MM;

- provide Citation with an approximate (ACC management-estimated) annualized US\$114MM in additional forward-looking revenue, at an (ACC management-estimated) annualized EBITDA margin of approximately 25%, assuming the completion of all proposed phases and maximum operational efficiencies being realized, with an estimated capital expenditure requirement of approximately US\$50MM; and
- enhance the Company's suite of portfolio products with the addition of three (3) new, established brands within the State of Nevada, including BluntBox, Garden of Weeden, and Superior, to complement Citation's established FIORE cannabis flower brand.

Terms of the Transaction

In connection with the Transaction, the Company has issued an aggregate of 35,000,000 common shares in the capital of the Company (the "**Common Shares**"), which is inclusive of the approximately 11,500,000 Common Shares issuable upon the conversion of the ACC Amended Notes (as defined below) that were assumed by the Company in the Transaction and converted immediately following Closing. The acquired ACC entity had approximately US\$15,000,000 in convertible notes (the "**Notes**") outstanding. As a condition of the Transaction, the holders of the Notes agreed to restructure the Notes such that all principal and interest outstanding at the time of Closing converted into units of the Company comprised of one (1) Common Share and one (1) Common Share purchase warrant (the "**Amended Warrants**"), with each full Amended Warrant exercisable at C\$2.50 per Common Share for a period of twenty-four (24) months following the Closing (the "**ACC Amended Notes**"). The Amended Warrants contain an acceleration provision such that in the event the volume-weighted average trading price of the Common Shares on the Canadian Securities Exchange ("**CSE**") is greater than C\$3.50 for a period of ten (10) consecutive trading days, the Company may, upon providing notice to the holders of the Amended Warrants, accelerate the expiry of the Amended Warrants to a period that is thirty (30) days from the date such notice is given.

Upon Closing, the Company issued an aggregate of 1,750,000 Common Shares as finder's fees to certain business advisors in connection with the Transaction.

All Common Shares (including Common Shares issuable upon the exercise of the Amended Warrants) issued to management of ACC pursuant to the Transaction are subject to three (3) year escrow provisions ("**Escrow**") substantially similar to those that are required for an emerging issuer under National Policy 46-201 *Escrow for Initial Public Offerings*. All other Common Shares, including any Common Shares issued in exchange for outstanding convertible securities in the acquired ACC entity, are subject to resale restrictions under the *Securities Act* (British Columbia) which do not allow for any resale or transfer until the date that is four (4) months and one (1) day following Closing, as well as application restrictions under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**").

Grant of Performance and Retention Bonus Shares

Citation also announces that the Company's Board of Directors approved the grant of Common Shares pursuant to a performance bonus ("**Performance Bonus Shares**") to certain directors,

officers and employees of the Company that shall vest upon the achievement of certain performance milestones as well as the grant of Common Shares as a retention bonus ("**Retention Bonus Shares**") and collectively with the Performance Bonus Shares, the "**Bonus Shares**") to certain key employees. An aggregate of 3,150,000 Bonus Shares were issued by the Company. The Bonus Shares will vest on the date that is four months from the date of issue.

Issuance of Shares in Lieu of Cash

The Board of Directors also approved the issuance of an aggregate of 1,100,000 Common Shares in lieu of cash to certain consultants for services rendered in connection with the development of the Company's property located in Celista, British Columbia. The Common Shares issued in lieu of cash are subject to a four month and one day hold in accordance with applicable securities laws.

About Citation Growth Corp.

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

About the ACC Group of Companies

The 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, President
RM@citationgrowth.com
(403) 605-9429

Paul Searle, Corporate Communications
(604) 602-9629
psearle@citygatecap.com

www.citationgrowth.com

Stock Exchanges:

Citation trades in Canada, under the ticker symbol "CGRO" on the CSE, and in the U.S., under the ticker symbol "LIHTD" on the OTCQX Best Market (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 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", "become", "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: ability to reinvest profits generated from its operations; future business strategy; realization of the anticipated benefits of the Transaction; 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; ability to raise future financing; completion of all proposed site phases; the ability to expand into other states; expectations of operational efficiencies; 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: accuracy of information provided by management of ACC to the Company regarding its management estimated future capital expenditure costs, revenue, unaudited financials, 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.

To the extent any forward-looking information in this press release constitutes "future-oriented financial information" or "financial outlooks" within the meaning of applicable Canadian securities laws, such information is being provided to demonstrate the anticipated product sales of the Company and the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking information generally, are, without limitation, based on the assumptions and subject to the risks set out above under the heading "Forward-Looking Statements".

"EBITDA" (earnings before interest, tax, depreciation and amortization) and "adjusted EBITDA" (net income or loss before income taxes or recovery, depreciation and amortization, interest expense, interest income, share-based payments, fair value adjustments on biological assets and

inventory, impairments, transaction and acquisition costs, unrealized gains or losses in fair value of derivatives, share of income or loss from investments in associates and joint ventures and gain or loss on other investments) do not have any standardized meaning as prescribed by International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board, and, therefore, are considered non-GAAP measures and may not be comparable to similar measures presented by other issuers. The Company believes the non-GAAP measure of "EBITDA" and "adjusted EBITDA", combined with IFRS measures, such as revenue and net loss, are useful measures to its shareholders as management relies on such measures to provide insight into future operations. Readers are cautioned, however, that "EBITDA" and "adjusted EBITDA" should not be construed as an alternative to financial measures determined in accordance with GAAP or IFRS as an indicator of the Company's financial performance. Readers are also advised that while the Company realizes certain revenue through long-term service arrangements with its client brands, current state regulatory restrictions and U.S. federal restrictions may prevent the Company from consolidating the financial results of such brands.

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 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.