

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

Item 1 Name and Address of Company

Heritage Cannabis Holdings Corp. (the “Company”)
929 Mainland Street
Vancouver, British Columbia
V6B 1S3

Item 2 Date of Material Change

November 5, 2018

Item 3 News Release

A News Release dated November 5, 2018 was disseminated via Stockwatch and Market News and filed on SEDAR on November 5, 2018.

Item 4 Summary of Material Change

Pursuant to an amalgamation agreement (the “**Definitive Agreement**”) dated October 18, 2018, as amended, between the Company and Cannacure Corporation, the Company acquired (the “**Transaction**”) 100% of the issued and outstanding common shares (the “**Common Shares**”) of Cannacure Corporation, a private Ontario company (“**Cannacure**”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Effective November 5, 2018, the Company completed its previously announced business combination by way of a three cornered amalgamation, pursuant to which Cannacure and 2659938 Ontario Limited (“**Subco**”), a wholly owned subsidiary of Heritage, amalgamated under the name “Cannacure Corporation”.

As a result of the Transaction, the Company acquired ownership and control of 100% of the issued and outstanding Common Shares in exchange for Payment Shares on the basis of 3.82446633 Payment Shares for each Common Share. Additionally, the Company entered into a support agreement with Subco and Cannacure, whereby the Company agreed to issue common shares in the capital of the Company to satisfy any outstanding convertible securities of Cannacure.

Pursuant to the Definitive Agreement and in consideration for the Acquisition, the Company issued 133,333,326 common shares in the capital of the Company (the “**Payment Shares**”) to the holders of Common Shares at a deemed price of \$0.30 per Payment Share. In connection with the Acquisition, the Company also issued 4,000,000 common shares in the capital of the Company (the “**Advisor Shares**”) to an arm’s length third party at a deemed price of \$0.30 per

Advisor Share. The Advisor Shares are subject to a statutory hold period of four months plus a day in accordance with applicable legislation ending on March 6, 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

Clint Sharples
Chief Executive Officer
604-628-1767
info@heritagecann.com

Item 9 Date of Report

November 5, 2018.