51-102F3   
aMENDED Material Change Report

Item 1 Name and Address of Company

Laguna Blends Inc. (the “**Company**”)   
#302-1912 Enterprise Way  
Kelowna, BC V1Y 9S9

Item 2 Date of Material Change

March 10, 2016 and March 14, 2016

Item 3 News Release

The news release was disseminated through Stockwatch and through Access wire.

Item 4 Summary of Material Change

On March 14, 2016, the Company announced that the number of its independent affiliates across the USA and Canada had grown to 278, with an affiliate growth rate of 105%, since it launched its business on March 7, 2016.

The Company also announced that it has closed its non-brokered private placement (the “**Financing**”) previously announced on March 2, 2016 by issuing 1,175,000 units (the “**Units**”) for gross proceeds of $235,000. Each Unit consists of one common share (each, a “**Share**”) and one Share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder to acquire one additional Share (each, a “**Warrant Share**”) of the Company at a price of $0.25 per Warrant Share until March 10, 2018. The Units have a hold period expiring on July 11, 2016.

**Item 5 Full Description of Material Change**

The material change is described in Item 4 above and in the attached News Release which has been filed on SEDAR at [www.sedar.com](http://www.sedar.com)

**Disclosure Required by MI 61-101**

Pursuant to Multilateral Instrument 61‐101 ‐ *Protection of Minority Security Holders in Special Transactions* (“**MI 61‐101**”), the Financing constitutes a “related party transaction” since a related party of the Company participated in the Financing.

The following supplementary information is provided in accordance with Section 5.2 of MI 61‐101.

*(a) a description of the transaction and its material terms:*

The Company entered into a subscription agreement with Negar Adam, the Corporate Secretary and a director of the Company, whereby Ms. Adam agreed to purchase 25,000 Units of the Company at a price of $0.20 per Unit. See above for a description of the material terms of the Units.

*(b) the purpose and business reasons for the transaction:*

The proceeds from the Financing will be used for general working capital.

*(c) the anticipated effect of the transaction on the issuer’s business and affairs:*

The Financing will provide working capital for the Company.

*(d) a description of:*

*(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:*

Negar Adam, the Corporate Secretary and a director of the Company, acquired 25,000 Units for proceeds of $5,000.

*(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:*

The following table sets out the effect of the Financing on the percentage of securities of the Company beneficially owned or controlled by Ms. Adam:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Name and Position** | **Dollar Amount of Units Purchased** | **Number of Securities Purchased** | **No. of Shares Held prior to Closing of the Financing** | **Percentage of Issued and Outstanding Shares prior to Closing of the Financing** | **No. of Shares Held After Closing of the Financing** | **Percentage of Issued and Outstanding Shares After Closing of the Financing** |
| Negar Adam*Corporate Secretary and Director* | $5,000 | 25,000 Shares 25,000 Warrants | Undiluted: 0  Diluted: 250,000(1) | Undiluted: 0%(2)  Diluted:  1.3%(3) | Undiluted:  25,000  Diluted:  300,000(4) | Undiluted:  0.1%(5)  Diluted:  1.5%(6) |

1. Comprised of 250,000 options held indirectly by All Seasons Consulting Inc. (“**All Seasons**”), a company wholly owned by Negar Adam, each of which is exercisable into one Share at a price of $0.16 per Share until March 2, 2019.
2. Based on 19,184,226 Shares outstanding prior to the completion of the Financing.
3. Based on 19,434,226 Shares comprised of: (i) 19,184,226 Shares outstanding prior to the completion of the Financing and (ii) 250,000 Shares that may be issuable on exercise of stock options of the Company held by All Seasons, exercisable within 60 days.
4. Comprised of 25,000 Shares, 250,000 stock options held by All Seasons exercisable into Shares and 25,000 Warrants held by Ms. Adam exercisable into Shares.
5. Based on 20,359,226 Shares outstanding following the completion of the Financing.
6. Based on 20,634,226 Shares comprised of: (i) 20,359,226 Shares outstanding after the completion of the Financing, (ii) 250,000 Shares that may be issuable on exercise of stock options of the Company held by All Seasons and (iii) 25,000 Shares that may be issuable on exercise of Warrants of the Company held by Ms. Adam.

*(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:*

A resolution of the board of directors was passed on March 8, 2016 which approved the Financing. No special committee was established in connection with the Financing, and no materially contrary view or abstention was expressed or made by any director.

*(f) a summary in accordance with section 6.5 of MI 61‐101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:*

Not applicable.

*(g) disclosure, in accordance with section 6.8 of MI 61‐101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:*

*(i) that has been made in the 24 months before the date of the material change report:*

Not applicable.

*(ii) the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:*

Not applicable.

*(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:*

The Company entered into a subscription agreement with Negar Adam, the Corporate Secretary and a director of the Company, whereby Ms. Adam agreed to purchase 25,000 Units of the Company at a price of $0.20 per Unit. See above for a description of the material terms of the Units.

*(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61‐101 respectively, and the facts supporting reliance on the exemptions:*

The Financing is exempt from the valuation and minority shareholder approval requirements of MI 61-101 by virtue of the exemptions contained in section 5.5(a) and 5.7(1)(a) of MI 61-101, since neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Financing, insofar as it involves interested parties, exceeds 25 per cent of the Company’s market capitalization.

As this material change report is being filed less than 21 days before the closing of the Financing, there is a requirement under MI 61‐101 to explain why the shorter period was reasonable or necessary in the circumstances. In the view of the Company, such shorter period was reasonable and necessary in the circumstances to improve the Company’s financial position.

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Stuart Gray  
 President, CEO, CFO and Director, (949) 424-2716 Ext 8001

Item 9 Date of Report

April 5, 2016

**Laguna Expands from 135 Affiliates to 278 Affiliates in its First 6 Days Since Launching its Business**

**KELOWNA, BC – March 14, 2016 – Laguna Blends Inc. (CSE: LAG) (Frankfurt:** LB6A.F) **(OTC**: LAGBF**) (the “Company” or “Laguna**”) launched sales on March 7th, 2016 with 135 Affiliates in the USA and Canada. As of Sunday March 13th, 2016, the number of Laguna's independent Affiliates across the USA and Canada had grown to 278, with an affiliate growth rate of 105%.   
  
The first product category that Laguna has introduced are unique, instant, functional beverage products that contain hemp protein, omegas and other efficacious ingredients. The first product that is currently being offered for sale is “Caffe”, Laguna’s protein coffee beverage.   
  
Stuart Gray, Laguna’s President and CEO said, “Laguna has launched its business with a high level of interest from independent affiliates residing in the USA and Canada. The demand for high quality, functional beverage products throughout the United States and Canada, coupled with a viable business opportunity has attributed to the spike in affiliate interest. In addition, the positive feedback on Laguna’s first product to market, “Caffe” has been fantastic.”   
  
On March 3rd, 2016, Laguna announced that it had signed an LOI between Laguna and Robert Lamberton Consulting for the development of a “Limitless functional beverage Brain health and memory Coffee" product. Under the terms of the LOI all hard costs associated with the development of the brain health and memory coffee will be at Robert Lamberton Consulting’s expense. Laguna and Robert Lamberton Consulting intend on entering into a formal R&D and development agreement outlining the details of the relationship before April 15, 2016.

The Company previously announced on March 2, 2016, that it is conducting a non-brokered private placement of up to 1,750,000 units at a price of $0.20 per unit for aggregate gross proceeds of up to $350,000. The Company has now closed the first tranche of this private placement consisting of 1,175,000 units for gross proceeds of $235,000. Each unit consists of one common share and one share purchase warrant, each warrant entitling the holder to acquire one additional common share of the Company at a price of $0.25 per warrant share until March 10, 2018. The units have a hold period expiring on July 11, 2016.

**About Laguna Blends Inc.**Laguna is a network marketing company that generates retail sales through independent affiliates. Affiliates utilize tools and technology that enable them to build an international business from their own home or while travelling. This technology replaces the need for expensive travel and hotel meetings.   
  
The Company is currently focused on the nutritional health benefits derived from hemp. Laguna’s first product category as an entry to market are functional beverage products that contain hemp and other efficacious ingredients. Laguna’s initial products to market are the following:  
  
 “Caffe” is an instant, “just add water” hot coffee beverage that is infused with both whey and hemp protein. With 20% protein (2 grams) in every serving, our proprietary product packs a powerful protein punch. Caffe, contains Instant coffee, whey protein hydrolysate, hemp protein, natural flavors.  
  
Starbucks is the only company in the world that’s a major player with a protein coffee beverage. Starbucks product is a ready to serve cold protein Coffee in a can. Laguna’s protein Coffee is an instant, just add hot water protein coffee.

After water, the beverage that the largest proportion of adults reported consuming is Coffee.  
 \*According to the CAC’s newly released 2013 Canadian Coffee Drinking Study, coffee is a dominant beverage in the Canadian market. Only tap water enjoys equally high past-day penetration. The results of the research show that approximately two-thirds of adult Canadians (65%) consumed coffee in the past-day. Approximately three-quarters of Canadians aged 18-79 (78%) indicate they’ve consumed coffee in the past week.  A total of 83% of Canadians say they’ve enjoyed coffee in the past-year. Coffee drinkers consume on average 3.2 cups of coffee per day. A cup of coffee before you exercise can boost performance, help you stay hydrated and reduce exercise related fatigue as well as deliver a number of other positive health impacts.

“Pro369” is a single serving, "on-the-go," plant based, hemp protein that is served cold and comes in 4 delicious flavors. Pro369 is water soluble and can be directly mixed in water, added to milk, almond milk or coconut milk. Pro369 can also be blended in a shake or smoothie. Pro369 is also a source of Omegas, 3, 6 and 9 and contains ginseng.

Laguna Blends has been granted approval from Health Canada for four powdered flavours: PRO369 Chocolate Banana, Mixed Berry and Vanilla Caramel and Tropical Powder.

Pro369, contains Hemp protein, natural flavors, stevia, American ginseng.

The Minister of Health from Health Canada has granted Laguna a product license along with a Natural Product Number ("NPN") for all four of the Pro369 Flavours. They are all listed under the same NPN.

i. A source of protein that helps build and repair body tissues.

ii. Source of amino acids involved in muscle protein synthesis.

iii. Assists in the building of lean muscle.

iv. An adaptogen to help maintain a healthy immune system.

v. Supportive therapy for the promotion of healthy glucose levels.  
  
Hemp has long been recognized by the health and nutrition industry as a super food, cited in many publications as a balanced source of all ingredients required to achieve health and wellness.

**HempOmega®**   
HempOmega**®**  is an environmentally sustainable, vegetarian source of Omegas 3 and 6 that boasts a superior nutrient profile. A water soluble, homogenous, powdered ingredient, it can be easily integrated and/or manipulated, with no unpleasant taste or chemical contamination – opening up entirely new product formulation opportunities. Hemp Omega’s greater ability to endure the digestive process delivers unmatched bioavailability, thereby maximizing its potential health benefits.

The Company sells its products through its independent affiliates in the USA and Canada.

HempOmega® is a Trademark owned by Naturally Splendid Enterprises, Ltd. and is used under license by Laguna Blends Inc.

**\***Canadian Coffee Drinking Study  
**http://www.coffeeassoc.com/contact-us/**

**ON BEHALF OF THE BOARD**  
“Stuart Gray”

President, Chief Executive Officer,  
Chief Financial Officer and Director

**FOR INVESTOR RELATIONS INFORMATION PLEASE CONTACT:**  
Investor Relations   
Glenn Shand / Stuart Gray   
1-949-424-2716 Ext 2  
[ir@lagunablends.com](mailto:ir@lagunablends.com)   
[www.lagunablends.com](http://www.lagunablends.com)  
Join Us On Face Book: <https://www.facebook.com/LagunaBlends/>   
Twitter: @LagunaBlends

**Forward-Looking Information:|***This news release contains "forward-looking information" within the meaning of applicable securities laws relating to statements regarding the Company's business, products and future plans including, without limitation, statements regarding use of proceeds, the expected launch date for the Company’s business, its product offerings and plans for sales and marketing. Although the Company believes that the expectations reflected in the forward looking information are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned to not place undue reliance on forward-looking information. Such forward looking statements are subject to risks and uncertainties that may cause actual results, performance and developments to differ materially from those contemplated by these statements depending on, among other things, the risks that the Company's products and plan will vary from those stated in this news release and the Company may not be able to carry out its business plans as expected. Except as required by law, the Company expressly disclaims any obligation, and does not intend, to update any forward looking statements or forward-looking information in this news release. The statements in this news release are made as of the date of this release.*