

**FORM 51-102F3**

**Material Change Report**

**1. Name and Address of Company:**

Chemistree Technology Inc.  
P.O. Box 10322, Pacific Centre  
Suite 810 – 609 Granville Street  
Vancouver, BC V7Y 1G5

(the "Company")

**2. Date of Material Change:**

October 16, 2018

**3. News Release:**

A news release was disseminated on October 16, 2018 and was subsequently filed on SEDAR.

**4. Summary of Material Change:**

Chemistree Technology Inc. (Canadian Securities Exchange: CHM) (US OTCQB: CHMJF) (the "Company" or "Chemistree") is pleased to report the results of the 2018 Annual General Meeting of Shareholders as held October 15, 2018. All matters presented and recommended by management were ratified by the shareholders.

The business of the meeting included the reelection of Justin Chorbajian, Karl Kottmeier and Douglas Ford as directors; plus, the addition of Sheldon Aberman as a director. Davidson & Company LLP, Chartered Professional Accountants were reappointed as auditors of the Company.

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

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Mr. Aberman brings over 15-years of U.S. cannabis industry experience to Chemistree. Since formally entering the industry in 2003 by operating an indoor gardening store in Chicago, he became a sales rep and then Director of US Sales for one of the industry's leading nutrient lines. Following several other successful forays in the United States,

including Quantum Horticulture, C.A.P Controllers and R&M Supply, Mr. Aberman formed Cannabis Consulting Co. and over the years, has designed thousands of grows across the globe, earning him a reputation as one of the world's leading experts on commercial cannabis manufacturing. Currently, Mr. Aberman is overseeing the start-up of large-scale facilities in Michigan, California, Nevada, and Washington.

Karl Kottmeier, Chemistree's President commented "I am really pleased to announce the addition of Sheldon to our board. Sheldon is truly a world leader in cannabis cultivation, processing, facility design and construction. His depth of knowledge and vast network of associates, clients and industry contacts are a huge asset to Chemistree and have already been impactful in our Desert Hot Springs land purchase and planning process. I am looking forward to continuing to work closely with Sheldon as we expand Chemistree into California.

On behalf of all shareholders, upon their retirement from the Board of Directors - the Company wishes to thank Martin Schultz and Edward Ford for their years of service as directors.

Mr. Kottmeier went-on to comment "I'd like to thank Ed in particular. He has been a tremendous mentor to management, and a valuable board contributor since this corporation was founded over ten years ago. To both Martin and Ed, we wish you well in your future endeavors".

#### **About Chemistree Technology Inc.**

Chemistree Technology Inc. is an investment company dedicated to the U.S. and international cannabis sector, providing turn key solutions for the regulated cannabis industry. The Company's corporate strategy is to acquire and develop vertically integrated cannabis assets, leveraging management's decades of expertise in the cannabis industry and corporate finance to own and operate licensed cultivation, processing, distribution and retail facilities. The Company currently owns assets in Washington State used to operate the Sugarleaf brand, prospective cannabis cultivation lands in California, a first investment in the Canadian cannabis sector through Pasha Brands and has a robust pipeline of assets to grow its base of business. For more information, visit [www.chemistree.ca](http://www.chemistree.ca).

#### **Advisory**

The Company wishes to inform shareholders that there are significant legal restrictions and regulations that govern the cannabis industry in both Canada and the United States.

#### **Cannabis-related Practices or Activities are Illegal Under U.S. Federal Laws**

The concepts of "medical cannabis" and "recreational cannabis" do not exist under U.S. federal law. The Federal Controlled Substances Act classifies "marihuana" as a Schedule I drug. Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the United States, and a lack of safety for the use of the drug under medical supervision. 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 U.S. federal law, nor will it provide a defense to any federal proceeding which may be brought against the Company. Enforcement of U.S. federal laws will be a significant risk to the business of the Company following the completion of the acquisitions, and any such proceedings brought against the Company may adversely affect the Company's operations and financial performance.

Further information regarding the legal status of cannabis related activities and associated risk factors, including, but not limited to, risk of enforcement actions, risks that third-party service providers, such as banking or financial institutions cease providing services to the Company, and the risk that Company may not be able to distribute profits, if any, from U.S. operations up to the Company, are included in the Form 2A listing statement filed with the CSE.

6. **Reliance on Subsection 7.1(2) of the National Instrument 51-102 *Continuous Disclosure Obligations*:**

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

Douglas Ford, CFO  
Telephone: (604) 678-8941

9. **Date of Report:**

October 16, 2018

**CHEMISTREE TECHNOLOGY INC.**

By: "Douglas Ford"  
Chief Financial Officer  
(Official Capacity)  
Douglas Ford  
(Please print here name of individual whose  
signature appears above.)