

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

CannaRoyalty Corp. (the “Company”)
37 Bay Street, Suite 400
Toronto, Ontario M5J 3B2

Item 2. Date of Material Change

September 19, 2018.

Item 3. Press Release

On September 20, 2018, a news release in respect of the material change was disseminated through Canada NewsWire and filed on the Company’s SEDAR profile at www.sedar.com.

Item 4. Summary of Material Change

On September 19, 2018, the Company entered into a definitive agreement in respect of the previously announced acquisition of 100% of River Distribution and its affiliates (“RVR”) (the “Acquisition”).

Item 5. Full Description of Material Change

On September 19, 2018, the Company entered into a definitive agreement in respect of the Acquisition. As consideration, a wholly-owned subsidiary of the Company will issue to the vendors, over a period of 24 months, shares exchangeable for 70,000 Class A Compressed Shares of the Company (21,000 at close and 49,000 Class A Compressed Shares over the next 24 months). The Acquisition is expected to close in Q4 of 2018.

The Agreement has been filed as a material contract of the Company and is available at www.sedar.com.

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

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Marc Lustig, Chief Executive Officer
(514) 243-7438

Item 9. Date of Report

September 26, 2018.

Forward Looking Statements

Statements in this material change report that are forward-looking statements are subject to various risks and uncertainties concerning the specific factors disclosed here and elsewhere in the Company's periodic filings with Canadian securities regulators. When used in this material change report, words such as "will, could, plan, estimate, expect, intend, may, potential, believe, should," and similar expressions, are forward- looking statements.

Forward-looking statements may include, without limitation, statements with respect to the payment of all consideration of the satisfaction of conditions of closing of the Acquisition and the expected closing timing of the Acquisition.

Although the Company has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those contained in the forward-looking statements, there can be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended, including, but not limited to: a change in the closing timing or the inability to close the Acquisition, issues that arise as a result of the Company investing in target companies or projects which have limited or no operating history and are engaged in activities currently considered illegal under US Federal Laws, changes in laws, a change in management, increased competition, slower than expected market growth and state adoption due to inconsistent public opinion and perception of the medical-use and adult-use marijuana industry and, regulatory or political change.

There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize. As a result of these risks and uncertainties, the results or events predicted in these forward-looking statements may differ materially from actual results or events.

Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this material change report are made as of the date of this material change report. The Company disclaims any intention or obligation to update or revise such information, except as required by applicable law, and the Company does not assume any liability for disclosure relating to any other company mentioned herein.