

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 NAME AND ADDRESS

*SG Spirit Gold Inc. (the "Company")
Suite 2200, 885 West Georgia Street
Vancouver, British Columbia, V6C 3E8*

ITEM 2 DATE OF MATERIAL CHANGE

February 10, 2017

ITEM 3 NEWS RELEASE

The Company issued a news release on February 15, 2017 relating to the material change, which was disseminated through Marketwired and subsequently filed on SEDAR.

ITEM 4 SUMMARY OF MATERIAL CHANGE

*The Company entered into a definitive amalgamation agreement pursuant to which the Company has agreed to acquire all of the issued and outstanding securities of Northern Lights Marijuana Company Limited ("**Northern Lights**").*

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable. This report is not being filed on a confidential basis.

ITEM 7 OMITTED INFORMATION

Not applicable.

ITEM 8 EXECUTIVE OFFICER

The following executive officer of the Company is knowledgeable about the material change and this report:

*Richard Grayston, Chief Executive Officer
Telephone: 604.691.6100*

ITEM 9 DATE OF REPORT

February 15, 2017

SG SPIRIT GOLD INC.
Suite 2200, 885 West Georgia Street
Vancouver, British Columbia
V6C 3E8

NEWS RELEASE

SG SPIRIT GOLD ENTERS INTO DEFINITIVE AGREEMENT TO ACQUIRE NORTHERN LIGHTS MARIJUANA COMPANY

VANCOUVER, BRITISH COLUMBIA--(February 15, 2017) - SG Spirit Gold Inc. (TSXV:SG) (the "**Company**") is pleased to announce that following its review of strategic acquisition opportunities, the Company has entered into a definitive amalgamation agreement, effective February 10, 2017 (the "**Definitive Agreement**"), with Northern Lights Marijuana Company Limited ("**DOJA**"). Pursuant to the terms of the Definitive Agreement, the Company will acquire all of the issued and outstanding securities of DOJA (the "**Transaction**").

DOJA Overview

DOJA is a privately-owned company based in Canada's picturesque Okanagan Valley, that is committed to becoming a licensed producer of marijuana under the Access to Cannabis for Medical Purposes Regulations ("**ACMPR**") and building a fast growing lifestyle brand that offers the highest quality handcrafted cannabis strains in Canada.

DOJA was founded in 2013 by the same team that founded and built SAXX Underwear into an internationally recognizable brand. The DOJA team plans to build upon their past success in the consumer packaged goods industry and their mutual interest in, and appreciation for, cannabis culture and grow DOJA into a market leading brand in the cannabis industry.

ACMPR Application Status

- In October 2013, DOJA submitted an application to Health Canada for a license to cultivate and sell marijuana under the Marihuana for Medical Purposes Regulations ("**MMPR**"), now the ACMPR.
- DOJA successfully advanced past the security clearance stage in 2014 and is currently in the Review Stage of the application process.
- In March 2016, DOJA received notification from Health Canada that, upon the confirmation that DOJA's proposed site and storage security measures are in place, functional and comply with the requirements of the ACMPR and the Health Canada Security Directive, Health Canada will prepare to request a pre-license inspection (the "**Pre-License Inspection**").
- In February 2017, DOJA intends to notify Health Canada's Office of Medical Cannabis that DOJA's proposed site is ready for Health Canada to conduct a Pre-License Inspection. The issuance of a license under the ACMPR is, in part, dependent upon the completion of a satisfactory Pre-License Inspection by Health Canada.

Production Growth Strategy

DOJA's marijuana production growth strategy can be broken down into three phases:

- *Phase I: Dominion Facility:* Complete the build-out of its state-of-the-art-facility, consistent with ACMPR standards, capable of producing more than 650 kilograms of marijuana annually. Scheduled for completion in February 2017.

- *Phase II: Facility Expansion:* Expand the existing production facility by upwards of 43,000 square feet, which upon completion, would bring DOJA's total production capacity to over 5,000 kilograms of marijuana annually. Planning for this expansion is currently underway.
- *Phase III: Greenhouse Expansion:* Plan to increase DOJA's corporate marijuana production capacity to over 25,000 kilograms per year with a greenhouse expansion. Currently conducting due diligence on large acreages for sale in the Okanagan and assessing various M&A opportunities that would support DOJA's growth objectives.

The DOJA Team

DOJA's team has the experience to ensure they successfully navigate the ACMPR licensing process and deliver on their vision for the DOJA brand.

Trent Kitsch – Chief Executive Officer: Mr. Kitsch co-founded DOJA in 2013. Prior thereto, Mr. Kitsch founded SAXX Underwear in 2007 and successfully built SAXX into a globally recognizable brand and the fastest growing underwear brand in North America before fully exiting the business in 2015. In 2013, Mr. Kitsch and his wife Ria Kitsch founded Kitsch Wines in the Okanagan Valley. Trent is a proven entrepreneur and a graduate of the Richard Ivey School of Business with a major in entrepreneurship.

Ryan Foreman – President: Mr. Foreman co-founded DOJA with Mr. Kitsch in 2013. Mr. Foreman has spent over 15 years developing e-commerce operations within the consumer goods space working with influential brands and industry disrupters in the lifestyle and action sports markets. He has expertise developing and managing teams executing all business aspects including system integrations, domestic and international compliance, fulfillment, website development and online marketing.

Jeff Barber – Chief Financial Officer: Mr. Barber joined DOJA in 2016 after selling his ownership in a boutique M&A advisory firm in Calgary. Prior thereto, he was an investment banker with Raymond James Limited and previously held investment banking and equity research positions at Canaccord Genuity Corp. Jeff began his career as an economist with Deloitte LLP. Throughout his career, Mr. Barber has worked closely with various public company boards and executive teams to assist in institutional capital initiatives and advise on go-public transactions, valuations and M&A mandates. Jeff Barber is a CFA charterholder and holds a Masters degree in Finance and Economics from the University of Alberta.

Zena Prokosh – Chief Operating Officer: Ms. Prokosh joined DOJA after spending two years with THC Biomed International Ltd., where she was an Alternate Responsible Person In Charge and played an integral role in guiding the company through the MMPR/ACMPR licensing process. Prior thereto she was the Curator and Germplasm PlantSMART Research Technician / Lab Manager at the UBC Charles Fipke Centre for Innovative Research in Kelowna. Zena was accepted to and attended the 2016 Masterclass Medicinal Cannabis® held in Leiden, Netherlands. Ms. Prokosh holds a B.Sc. in Biology from UBC.

Ria Kitsch – Vice President: Mrs. Kitsch has been with DOJA since inception. Ria was formerly head of marketing for SAXX Underwear. Prior to that, Ms. Kitsch was employed with WaterPlay Solutions Corp., where she became a top salesperson and territory manager by quickly identifying and executing strategies to grow in regulated markets. Strong customer service skills and marketing focus make her a front-line specialist. Mrs. Kitsch earned a Business Honors degree from UBC-Okanagan.

Shawn McDougall – Master Grower and Curer: Mr. McDougall brings over a decade of cannabis growing and curing experience to DOJA. Shawn is truly a cannabis connoisseur and he will thoughtfully curate DOJA's strain selection to represent the full spectrum of the cannabis experience. Prior to joining DOJA, Shawn was the Master Grower for a number of patients under the Marijuana Medical Access Regulations and also consulted for MMPR applicants. Shawn has continued to hone his craft over the

years and developed growing techniques that allow him to consistently produce high-quality cannabis and impressive yields. Shawn is an automation specialist and ticketed HVAC technician.

Transaction Summary

In accordance with the terms of the Definitive Agreement, DOJA will amalgamate with a wholly-owned subsidiary of the Company, following which the resulting amalgamated entity will continue as a wholly-owned subsidiary of the Company. In consideration for completion of the Transaction, the current holders of DOJA class “A” voting common shares will be issued one-and-eight-tenths (1.8) common shares of the Company in exchange for every share of DOJA they hold. Existing convertible securities of DOJA will be exchanged for convertibles of the Company, on substantially the same terms, and applying the same exchange ratio.

Prior to closing of the Transaction it is anticipated that the Company will apply to list its common shares for trading on the Canadian Securities Exchange (the “CSE”) and voluntarily delist its shares from the TSX Venture Exchange. On closing of the Transaction it is anticipated that the Company will change its name to “DOJA Cannabis Company Limited”, and will reconstitute its board of directors to consist of Trent Kitsch, Jeffrey Barber, Ryan Foreman and Patrick Brauckmann, with Trent Kitsch serving as Chief Executive Officer, Jeffrey Barber serving as Chief Financial Officer and Ryan Foreman serving as President.

Closing of the Transaction remains subject to a number of conditions, including the completion of satisfactory due diligence, receipt of any required shareholder, regulatory and third-party consents, the Canadian Securities Exchange having conditionally accepted the listing of the Company’s common shares, the TSX Venture Exchange having consented to the voluntarily delisting of the Company’s common shares, and the satisfaction of other customary closing conditions.

Additional information regarding the Transaction will be made available under the Company’s profile on SEDAR (www.sedar.com) as such information becomes available.

The Transaction cannot close until the required approvals are obtained, and the Company’s common shares have been delisted from the TSX Venture Exchange. There can be no assurance that the Transaction will be completed as proposed or at all, or that the Company’s common shares will be listed and posted for trading on any stock exchange. Trading in the Company’s common shares has been halted and it is anticipated that trading will remain halted until completion of the Transaction.

Neither the TSX Venture Exchange, nor the Canadian Securities Exchange, has in any way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

For further information, contact Richard Grayston, Chief Executive Officer of the Company at rwgrayston@telus.net or Jeff Barber, Chief Financial Officer of DOJA at investors@dojamj.com.

On behalf of the Board,

SG Spirit Gold Inc.

Richard Grayston, Chief Executive Officer

Neither the TSX Venture Exchange nor its regulation services provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the terms and conditions of the proposed Transaction; and future developments and the business and

operations of DOJ. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties, uncertain capital markets; and delay or failure to receive board, shareholder or regulatory approvals. There can be no assurance that the Transaction will proceed on the terms contemplated above or at all and that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company and DOJ disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.