

**BC FORM 51-102F3**

**Securities Act**

**Material Change Report Under Section 7.1 of NI 51-102**

**ITEM 1 Name and Address of Company**

DOJA Cannabis Company Limited (formerly SG Spirit Gold Inc.) (the “**Company**”)  
6 – 2322 Dominion Road  
Kelowna, BC V1Z 2W8

**ITEM 2 Date of Material Change**

August 3, 2017

**ITEM 3 News Release**

News release announcing the material change was disseminated on August 3, 2017, through CNW Group and through SEDAR. A copy of the news release is attached to this report as Schedule “A”.

**ITEM 4 Summary of Material Changes**

The Company announces that it has completed its previously announced three-cornered amalgamation (the “**Transaction**”), pursuant to which it acquired all of the outstanding securities of Northern Lights Marijuana Company Ltd. (“**Northern Lights**”), a licensed Canadian cannabis producer. DOJA expects to commence trading on the Canadian Securities Exchange (“**CSE**”) under the symbol “DOJA” at market open on Wednesday, August 9, 2017.

In connection with the Closing, the Company’s wholly-owned subsidiary amalgamated with Northern Lights under the provisions of the *Business Corporations Act* (British Columbia), with the amalgamated company being named “DOJA Cannabis Ltd.” and now being a wholly-owned subsidiary of the Company. The Company issued 1.8 common shares in the capital of the Company for each Northern Lights share outstanding. Convertible securities of Northern Lights were exchanged, subject to adjustment, into similar convertible securities of the Company.

**ITEM 5 Full Description of Material Change**

See news release attached as Schedule “A”. The news release was previously filed under the Company’s SEDAR profile located at [www.sedar.com](http://www.sedar.com).

**ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

This material change report is not being filed on a confidential basis.

**ITEM 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

**ITEM 8 Executive Officer**

The name and telephone number of the director of the Company who is knowledgeable about the material change and the material change report is:

Jeffrey Barber, Chief Financial Officer, Tel: (403) 604-3401

**ITEM 9 Date of Report**

August 3, 2017.

***Forward looking information***

Please refer to the disclaimer regarding forward-looking information in the attached Schedule "A".

**SCHEDULE "A"**  
**NEWS RELEASE**

**(see attached)**

**DOJA CANNABIS COMPANY ANNOUNCES CLOSING OF TRANSACTION AND INITIAL TRADING DATE**

**Kelowna, BC, August 3, 2017** -- DOJA Cannabis Company Limited (formerly SG Spirit Gold Inc.) ("**DOJA**" or the "**Company**") is pleased to announce that it has completed its previously announced three-cornered amalgamation (the "**Transaction**"), pursuant to which it acquired all of the outstanding securities of Northern Lights Marijuana Company Ltd. ("**Northern Lights**"), a licensed Canadian cannabis producer. DOJA expects to commence trading on the Canadian Securities Exchange ("**CSE**") under the symbol "**DOJA**" at market open on Wednesday, August 9, 2017.

DOJA™ is a premier cannabis lifestyle brand that will feature the highest quality handcrafted strains in Canada. DOJA's state-of-the-art ACMPR licensed production facility is located in the heart of British Columbia's picturesque Okanagan Valley. DOJA was founded by the proven entrepreneurial team that started SAXX Underwear®.

Trent Kitsch, CEO of DOJA commented, "Going public on the CSE is a great achievement for DOJA. With this larger stage, we now have the ability to reach a global investor base and we look forward to welcoming many new investors that share our vision for the future of cannabis to the DOJA team. As an authentic premium cannabis lifestyle brand, we have established deep roots locally and we are now extending out strong branches that will take the brand beyond the Canadian border. We are cannabis futurists – that believe cannabis is not what defines people, it is just a part of their lifestyle."

**Closing of the Transaction**

In connection with the Closing, DOJA's wholly-owned subsidiary amalgamated with Northern Lights under the provisions of the *Business Corporations Act* (British Columbia), with the amalgamated company being named "DOJA Cannabis Ltd." and now being a wholly-owned subsidiary of DOJA. DOJA issued 1.8 common shares in the capital of the Company (each, a "**DOJA Share**") for each Northern Lights share outstanding. Convertible securities of Northern Lights were exchanged, subject to adjustment, into similar convertible securities of DOJA.

After giving effect to the completion of the Transaction and the conversion, there are 58,752,962 Shares issued and outstanding (on an undiluted basis), with approximately 33% of the Shares (on an undiluted basis) held by insiders.

For further information concerning the Transaction readers are encouraged to review the Company's listing statement that was filed on the SEDAR website at [www.sedar.com](http://www.sedar.com) on August 1, 2017.

**New Board of Directors and Management Team**

In connection with the Closing, the Company welcomes a new board of directors and management team. The Company will be led by Trent Kitsch, who has been appointed Chief Executive Officer and Chairman, and Ryan Foreman, who has been appointed as President and director. In addition, Patrick Brauckmann and Stewart Thornhill have been appointed as independent directors of the Company. Jeff Barber has been appointed Chief Financial Officer and director and Ria Kitsch has been appointed Vice-President. Each of Richard Ko, Richard Grayston and Mark Ferguson have resigned as directors and

officers of the Company and DOJA thanks them for their service in bringing the Company to completion of its Transaction.

### **Early Warning**

William Trent Kitsch of 3370 Neid Road, Kelowna, BC V1W 4H5, CEO and a director of pre-Amalgamation Northern Lights Company Limited and now CEO and a director of DOJA Cannabis Company Limited, held 4,153,472 Northern Lights Shares. Upon completion of the Amalgamation, Mr. Kitsch now beneficially owns and has control over 7,476,250 DOJA Shares representing 12.7% of the issued and outstanding DOJA Shares.

Ryan Forman 3984 16<sup>th</sup> Avenue W., Vancouver, BC V6R 3C8, President and a director of pre-Amalgamation Northern Lights Company Limited and now President and a director of DOJA Cannabis Company Limited, held 4,007,240 Northern Lights Shares. Upon completion of the Amalgamation, Mr. Foreman now beneficially owns and has control over 7,213,032 DOJA Shares representing 12.3% of the issued and outstanding DOJA Shares.

A copy of the early warning reports filed pursuant to National Instrument 62-103 *The Early Warning System and Related Take Over Bids and Insider Reporting Issues* can be found at [www.sedar.com](http://www.sedar.com)

### **ON BEHALF OF THE BOARD OF DIRECTORS**

*"Trent Kitsch"*

Trent Kitsch

Chief Executive Officer and Chairman of the Board

For further information, please contact Jeff Barber by email at [investors@doja.life](mailto:investors@doja.life).

The DOJA team also encourages readers to visit the website at [www.doja.life](http://www.doja.life) to learn more about DOJA and to sign up for DOJA news updates.

### **Forward-Looking Information**

This news release contains forward-looking statements and information that are based on the beliefs of management and reflect the Company's current expectations. When used in this news release, the words "estimate", "project", "belief", "anticipate", "intend", "expect", "plan", "predict", "may" or "should" and the negative of these words or such variations thereon or comparable terminology are intended to identify forward-looking statements and information. The forward-looking statements and information in this news release include information relating to the business plans of the DOJA, the listing and trading of the DOJA shares and the Transaction. Such statements and information reflect the current views of the Company.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

**THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS NEWS RELEASE REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS NEWS RELEASE AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.**

*The Canadian Securities Exchange, has not passed upon the merits of the Transaction and has not approved nor disapproved the contents of this news release.*