

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 (the “**Company**”)
6 – 2322 Dominion Road
Kelowna, BC V1Z 2W8

ITEM 2 Date of Material Change

December 28, 2017

ITEM 3 News Release

A news release announcing the material change was disseminated on December 28, 2017, through CNW Group and through SEDAR.

ITEM 4 Summary of Material Changes

The Company announced it closed its previously announced offering of convertible debenture units (the “**Units**”) for gross proceeds of \$17,250,000 (the “**Offering**”).

ITEM 5 Full Description of Material Change

Pursuant to the Offering, the Company issued a total of 17,250 Units. Each Unit is comprised of \$1,000 principal amount of 8.0% senior unsecured convertible debentures (the “**Convertible Debentures**”) and 403 common share purchase warrants (the “**Warrants**”) of the Company.

The Convertible Debentures are convertible at the option of the holder into common shares of the Company (the “**Common Shares**”) at any time prior to the close of business on December 28, 2020 at a conversion price of \$1.24 per share (the “**Conversion Price**”). Beginning on April 29, 2018, the Company may force the conversion of all the then Convertible Debentures at the Conversion Price on 30 days’ notice should the daily volume weighted average trading price of the Common Shares be greater than \$1.86 for any 10 consecutive trading days. Each Warrant entitles the holder to acquire one Common Share at an exercise price of \$1.86 for a period of three years from the date of issuance.

The Offering was led by Canaccord Genuity Corp. on behalf of a syndicate of underwriters that included Mackie Research Capital Corporation and Haywood Securities Inc. (collectively, the "Underwriters"). In consideration for their services, the Underwriters received a cash commission equal to 6% of the gross proceeds of the Offering and non-transferable compensation warrants equal to 6% of the gross proceeds of the Offering divided by the Conversion Price.

The Company intends to use the net proceeds of the Offering for capital projects and for general corporate purposes.

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

December 28, 2017.

Forward looking information

This material change report contains statements that constitute "forward-looking statements." Such forward looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or developments in the industry to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential" and similar expressions, or that events or conditions "will," "would," "may," "could" or "should" occur.

Forward-looking statements in this document include statements regarding the Company's proposed use of proceeds from the Offering and other statements that are not historical facts. 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 MATERIAL CHANGE REPORT REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE OF THIS MATERIAL CHANGE REPORT 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.