

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 21, 2017

**ITEM 3 News Release**

A news release announcing the material change was disseminated on December 21, 2017, through CNW Group and through SEDAR.

**ITEM 4 Summary of Material Changes**

The Company announced it entered into a binding letter of intent dated December 20, 2017 with TS Brandco Holdings Inc. ("**Tokyo Smoke**") setting out the terms pursuant to which the Company proposes to acquire (the "**Merger**") all of the issued and outstanding shares in the capital of Tokyo Smoke (the "**Tokyo Smoke Shares**").

The Company also announced it entered into binding agreements with each of Aphria Inc. and Uji Capital (collectively, the "**Strategic Investors**") pursuant to which the Strategic Investors will acquire from the Company, on a non-brokered private placement basis, 8,992,805 subscription receipts (the "**Subscription Receipts**") of the Company at a purchase price of \$1.39 per Subscription Receipt for aggregate gross proceeds of \$12.5 million (the "**Strategic Financing**").

**ITEM 5 Full Description of Material Change**

The Company announced it entered into a binding letter of intent dated December 20, 2017 with Tokyo Smoke setting out the terms pursuant to which the Company proposes to acquire all of the issued and outstanding Tokyo Smoke Shares. Based upon the number of Tokyo Smoke Shares outstanding as at December 21, 2017, if the Merger is completed, the Company will issue approximately 55.6 million common shares to the shareholders of Tokyo Smoke in exchange for their Tokyo Smoke Shares. It is anticipated that the combined company resulting from the Merger will use the name "Hiku Brands Company Ltd." ("**Hiku**").

The Company also announced it entered into binding agreements with each of the Strategic Investors pursuant to which the Strategic Investors will acquire from the Company, on a non-brokered private placement basis, 8,992,805 Subscription Receipts at a purchase price of \$1.39 per Subscription Receipt for aggregate gross proceeds of \$12.5 million.

The Subscription Receipts will be automatically convertible into units of Hiku (the "Units") upon the satisfaction of certain escrow release conditions, with each Unit comprised of one common share of Hiku (a "Common Share") and one Common Share purchase warrant of Hiku (a "Warrant"). Each Warrant will be exercisable to acquire one Common Share (a "Warrant Share") for a period of two years from the closing date of the Merger at an exercise price of \$2.10 per Warrant Share. If, following the closing of the Merger, the volume weighted average price of the Common Shares on the Canadian Securities Exchange is equal to or greater than \$3.05 for any twenty (20) consecutive trading days, Hiku may, upon providing written notice to the holders of the Warrants, accelerate the expiry date of the Warrants to the date that is 30 days following the date of such written notice.

Closing of the Strategic Financing is subject to the satisfaction of certain closing conditions including, but not limited to the receipt of all necessary approvals, including the approval of the Canadian Securities Exchange.

Upon completion of the Merger, it is expected that Trent Kitsch, presently CEO of the Company, will become President of Hiku and Alan Gertner, presently CEO of Tokyo Smoke, will serve as CEO of Hiku. Additionally, Uji capital has the right to nominate one director to the board of Hiku.

**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 expectations regarding the structure and completion of the Merger, the terms and quantum of the Strategic Financing, its intent to change its name, the composition of the proposed management team and board of directors of Hiku 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. Such factors and risks include, among others that there is no assurance that the parties will obtain the requisite director, shareholder and regulatory approvals for the Merger and Strategic Financing and there is no assurance that the Merger and Strategic Financing will close on the terms anticipated or at all.

When relying on the Company's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and risks and other uncertainties and potential events. The Company has assumed that the material factors referred to in the previous paragraphs will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

**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.**