

**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**

January 9, 2018

**ITEM 3 News Release**

A news release announcing the material change was disseminated on January 9, 2018, through CNW Group and through SEDAR.

**ITEM 4 Summary of Material Changes**

The Company announced it closed its previously announced non-brokered private placement of subscription receipts (the “**Subscription Receipts**”) for gross proceeds of \$12,500,001.73 (the “**Offering**”).

**ITEM 5 Full Description of Material Change**

The Company announced it closed its previously announced non-brokered private placement of 8,992,807 Subscription Receipts for aggregate gross proceeds of \$12,500,001.73.

The Subscription Receipts will be automatically convertible into units of the Company (the “**Units**”) upon the satisfaction of certain escrow release conditions, with each Unit comprised of one common share of the Company (a “**Common Share**”) and one Common Share purchase warrant of the Company (a “**Warrant**”). Each Warrant will entitle the holder to acquire one additional Common Share (a “**Warrant Share**”) for a period of two years from the closing date of the Company’s previously announced acquisition of TS Brandco Holdings Inc. (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, the Company 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.

The Company intends to use the net proceeds of the Offering to expand its cannabis production capacity, grow its retail footprint, and add select brands to its portfolio through highly strategic and complementary acquisitions.

**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**

January 10, 2018.

***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.**