

51-102F3 Material Change Report

Item 1 Name and Address of Company

Vatic Ventures Corp.
1400 – 1040 West Georgia Street
Vancouver, BC V6E 4H1

Item 2 Date of Material Change

January 30, 2019

Item 3 News Release

The news release dated January 30, 2019 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

Please refer to attached news release.

5.1 Full Description of Material Change

Please refer to attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

T. Barry Coughlan, CEO

Item 9 Date of Report

March 28, 2019

Vatic Announces Closing of Private Placement

Vancouver, BC, January 30, 2019 - Vatic Ventures Corp. (the "**Company**" or "**Vatic**") (TSXV: VCV; OTCBB: VITCF; FWB: V8V3) is pleased to announce, subject to regulatory approval from the TSX Venture Exchange (the "Exchange"), the closing of its private placement financing (increased from the \$750,000 financing announced December 18, 2018) for gross proceeds of \$1,296,032.93. The Company will issue a total of 17,280,439 units ("Units") at a price of \$0.075 per unit as well as 8,640,220 warrants. Each Unit will consist of one common share and one half of a common share purchase warrant ("Unit Warrant") with each full Unit Warrant entitling the holder to acquire one additional common share at a price of \$0.10 per share for 24 months from closing. The funds from the financing will be used for general corporate purposes.

In accordance with TSX Venture Exchange policies, a total of \$56,854.31 in finder's fees will be paid as well as 596,657 broker warrants.

All securities issued in the placement are subject to a four-month hold period.

The Placement was effected with 5 insiders of the Company subscribing for 1,466,666 Units for aggregate subscription proceeds of \$110,000.00, that portion of the financing a "related party transaction" as such term is defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is relying on exemptions from the formal valuation and minority approval requirements set out in MI 61-101. The Company is exempt from the formal valuation requirement of MI 61-101 under sections 5.5(a) and (b) of MI 61-101 in respect of the transaction as the fair market value of the transaction, insofar as it involves the interested party, is not more than the 25% of the Company's market capitalization. Additionally, the Company is exempt from minority shareholder approval under sections 5.7(1)(a) and (b) of MI 61-101 as, in addition to the foregoing, (i) neither the fair market value of the Units nor the consideration received in respect thereof from interested party exceeds \$2,500,000, (ii) the Company has one or more independent directors who are not employees of the Company, and (iii) all of the independent directors have approved the transaction. Material change reports were not filed 21 days prior to the closing of the financing because insider participation had not been established at the time the financing was announced.

ABOUT VATIC VENTURES CORP.

Vatic is reviewing various potential opportunities in the cannabis sector. Management is of the view that although there is an excessive amount of participation and competition in certain areas of the cannabis industry there continues to be tremendous potential to develop business models which embrace unique and profitable approaches to the sector.

ON BEHALF OF THE BOARD OF DIRECTORS.

T. Barry Coughlan, CEO

"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." The information contained herein contains "forward-looking statements" within the meaning of applicable securities legislation. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements." Forward-looking statements are subject to a variety of risks and uncertainties that could cause actual events or results to differ from those reflected in the forward-looking statements. Investors are cautioned against attributing undue certainty to forward-looking statements. These forward-looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances. Actual events or results could differ materially from the Company's expectations or projections.