

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 **Name and Address of the Company**

Harvest One Cannabis Inc. ("the "**Company**")
2650 – 1066 West Hastings Street
Vancouver, BC
V6E 3X1

Item 2 **Date of Material Change**

November 20, 2018.

Item 3 **News Release**

News releases announcing the material change were issued on June 25, 2018 and November 20, 2018, through the facilities of Cision and filed under the Company's profile on SEDAR at www.sedar.com.

Item 4 **Summary of Material Change**

On June 25, 2018, the Company announced that it had entered into a binding share sale agreement with MMJ Group Holdings Ltd. (formerly, MMJ Phytotech Limited) ("**MMJ**") to complete the acquisition of all the outstanding shares of Israeli-based PhytoTech Therapeutics Limited ("**PTL**") in exchange for a combination of CAD\$1 million in cash and C\$7 million in common shares in the capital of the Company (the "**Harvest Shares**") at a deemed price of CAD\$0.84067 per Harvest Share, representing total consideration of CAD\$8 million (the "**Transaction**").

On November 20, 2018, the Company announced that it had closed the Transaction.

Item 5 **Full Description of Material Change**

On November 20, 2018, the Company announced that it had closed its previously announced acquisition of all the outstanding shares of Israeli-based PTL in exchange for a combination of CAD\$1 million in cash and C\$7 million in Harvest Shares at a deemed price of CAD\$0.84067 per Harvest Share, representing total consideration of CAD\$8 million.

Due to the fact that MMJ is an insider and a related party of the Company, the Transaction was considered a "related party transaction" as set out in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company relied on the exemption from the valuation requirements of MI 61-101 contained in section 5.5(a), and from minority approval requirements pursuant to section 5.7(a), due to the fact that the fair market value of the subject-matter of, and the consideration for, the transaction, did not exceed 25% of the market capitalization of the Company.

Item 5.2 **Disclosure of Restructuring Transactions**

Not applicable.

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

Not applicable.

Item 7 **Omitted Information**

Not applicable.

Item 8 **Executive Officer**

For further information, please contact:
Lisa Dea, Chief Financial Officer
Telephone: 604-306-4004

Item 9 **Date of Report**

November 30, 2018.