

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of the Company

Cannabis Wheaton Income Corp. (the "**Corporation**")
1055 West Hastings Street, Suite 2200
Vancouver, BC V6E 2E9

Item 2 Date of Material Change

December 22, 2017.

Item 3 News Release

A news release with respect to the material change referred to in this report was issued by the Corporation on December 22, 2017, and filed on the system for electronic document analysis and retrieval (SEDAR).

Item 4 Summary of Material Change

On December 22, 2017, the Corporation announced it had entered into a definitive agreement (the "**Agreement**") with its streaming partner CannTx Life Sciences Inc. ("**CannTx**") to fund the construction of its cannabis cultivation facility in Puslinch, Ontario (the "**Facility**"). Pursuant to the Agreement, the Corporation will provide CannTx with \$5,000,000 related to the initial costs for the phase I construction of the Facility, which is currently estimated to be 13,120 square feet. In addition, the Corporation will provide CannTx with \$7,000,000 related to the phase II expansion of the Facility, subject to the Corporation completing satisfactory due diligence and the parties agreeing to a construction budget and timeline for the phase II expansion. In consideration for the financing, the Corporation will receive a minority equity interest in CannTx and an entitlement to 33% of all cannabis (or cannabis-derived products including any cannabis trim) produced at the Facility for a period of 10 years from the date of first sale at a fixed cost.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see news release attached as Schedule "A".

5.2 Disclosure for 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

Chuck Rifici
Chairman and Chief Executive Officer
Cannabis Wheaton Income Corp.
(647) 812-0314

Item 9 Date of Report

December 29, 2017.

SCHEDULE "A"

(See attached)



**CANNABIS WHEATON INCOME CORP. ANNOUNCES SIGNING OF DEFINITIVE AGREEMENT WITH
STREAMING PARTNER CANN TX LIFE SCIENCES INC.**

News Release

Vancouver, British Columbia, December 22, 2017 – Cannabis Wheaton Income Corp. (d/b/a Wheaton Income) (TSX.V - CBW) ("Wheaton Income" or the "Company") is pleased to announce that further to its previously announced interim agreement, it has entered into a definitive agreement (the "**Agreement**") with its streaming partner CannTx Life Sciences Inc. ("**CannTx**") to fund the construction of its cannabis production facility located in Puslinch, Ontario (the "**Facility**"). CannTx is a privately-owned company that has applied to become a licensed producer under the *Access to Cannabis for Medical Purposes Regulations* (the "**Application**"). Health Canada has confirmed that it has completed its paper-review of the Application and that CannTx needs to submit a "confirmation of readiness" to demonstrate that the Facility is eligible for licensing.

Pursuant to the Agreement, the Company will provide CannTx with \$5,000,000 related to the initial costs for the phase I construction of the Facility, which is currently estimated to be 13,120 square feet. In addition, the Company will provide CannTx with \$7,000,000 related to the phase II expansion of the Facility, subject to the Company completing satisfactory due diligence and the parties agreeing to a construction budget and timeline for the phase II expansion. The phase II expansion is expected to increase the cultivation area of the Facility to effectively 24,000 square feet of pure cultivation space by using innovative vertical grow technology.

In consideration for the financing, the Company will receive a minority equity interest in CannTx and an entitlement to 33% of all cannabis (or cannabis-derived products including any cannabis trim) produced at the Facility for a period of 10 years from the date of first sale at a fixed cost.

Hugo Alves, President of Wheaton Income commented, "We've gotten to know the CannTx team really well over the past six months and we are looking forward to watching them execute on their cultivation strategy. Mike, Buck, Josh and the entire CannTx team are thoughtful, passionate and professional entrepreneurs that we feel are going to be hugely successful in the industry and we are proud to be a part of this story. This investment further enhances our platform by adding to our cultivation capacity, diversifying our product mix and welcoming another incredible team to the Wheaton family. "

Mike Abbott, President and CEO of CannTx said, "Everybody at CannTx Life Sciences feels privileged to be the first example of the Wheaton model. Drawing on the expertise of the entire Wheaton team significantly de-risks our execution and helps us realize our ambitious objectives. We have made tremendous progress toward commercializing biotechnologies which aim to disrupt the cannabis industry. The opportunity to join Wheaton's innovative platform grants exposure for our technology and services, which we believe have the potential to enhance the value of Wheaton and its other streaming partners."

ON BEHALF OF THE BOARD

"Chuck Rifici" Chairman & CEO

About Wheaton Income. (TSX.V: CBW)

Wheaton Income is a collective of entrepreneurs with a passion for the cannabis industry past, present and future. Our mandate is to facilitate growth for our partners by providing them with financial support and sharing our collective industry experience. Our partners all have different visions, voices and brand values, and all share a common goal—to build a world-class industry based on ethics, diversity, quality and innovation.

Stay Connected:

For more information about Wheaton Income and our management team, please visit: <http://www.cannabiswheaton.com>, or follow us on Twitter @WheatonIncome. Call: 1.604.687.7130
Email: Mario@skanderbegcapital.com (<http://www.skanderbegcapital.com>).

Media Contact:

Sarah Bain, VP External Affairs

Email: sarah@cannabiswheaton.com

Phone: 613.230.5869

About CannTx.

CannTx is a privately-owned company that has applied to become a licensed producer of cannabis under the *Access to Cannabis for Medical Purposes Regulations*. CannTx is positioned to become a leader in the cannabis industry. Through its unique cultivation techniques, CannTx is focused on achieving unparalleled consistency, resulting in higher quality cannabis products, and yielding greater market penetration. The experienced management team at CannTx brings a diverse set of core competencies and a new level of sophistication and capability to the industry. CannTx will utilize its unique human capital and licensing of proprietary technology to drive lower costs without sacrificing quality.

Stay Connected:

For more information about CannTx and its management team, please visit: <http://www.canntx.com> or contact Josh Gerstein, Vice-President of Corporate Development at 1.416.459.6900 or by email at josh.gerstein@canntx.com.

Notice Regarding Forward Looking Statements:

This news release contains certain "forward-looking information" within the meaning of applicable Canadian securities law. Forward-looking information is frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or information that certain events or conditions "may" or "will" occur. This information is only a prediction. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking information throughout this news release. Forward-looking information includes, but is not limited to: CannTx's ability to obtain a

cultivation license and the related timing considerations, CannTx's ability to satisfy the conditions associated with its cultivation license, CannTx's ability to obtain a sales authorization for the license and the related timing considerations, the completion of the Facility and the related timing considerations; the Company's ability to generate revenue through the Agreement, requirements to obtain additional financing, timeliness of government approvals for granting of permits and licenses, actual operating performance of the Facility, regulatory or political change, competition and other risks affecting the Company in particular and the cannabis industry generally. Forward-looking information is based on the opinions and estimates of management at the date the information is made, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. The Company is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.

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