

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

GrowMax Resources Corp. (the “**Company**”)  
915 – 700 West Pender Street  
Vancouver, BC V6C 1G8

**Item 2 Date of Material Change**

January 27, 2020.

**Item 3 News Release**

A News Release dated January 31, 2020 was disseminated and filed on SEDAR.

**Item 4 Summary of Material Change**

The Company announced it had completed its continuation into the province of British Columbia.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced that it had continued its corporate jurisdiction from the Province of Alberta to the Province of British Columbia effective January 27, 2020.

Shareholders approved the Continuation by special resolution at the Company’s annual and special meeting of shareholders held on August 7, 2019. For a detailed description of the principal effects of the Continuation, please refer to the Company’s Management Information Circular dated July 2, 2019 and filed on SEDAR on July 10, 2019.

**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**

Kal Malhi,  
Chief Executive Officer

**Item 9            Date of Report**

February 6, 2020