

This is the form of material change report required under Section 85(1) of the Securities Act.

BC FORM 51-102F3
(formerly Form 53-901F)

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

BlissCo Cannabis Corp.
Suite2050 – 1055 West Georgia Street
PO Box 11121, Royal Centre
Vancouver, BC V6E 3P3

Item 2. Date of Material Change

February 23, 2018

Item 3. Press Release

February 23, 2018, at Vancouver, BC, Canada.

Item 4. Summary of Material Change

BlissCo Cannabis Corp. announces that has filed its listing statement (“Listing Statement”) supporting its application for listing on the Canadian Securities Exchange (“CSE”). A copy of the Listing Statement is available under the Company’s profile at www.sedar.com. The Company also confirms that effective February 21st, it has voluntarily delisted from the TSX Venture Exchange in order to complete its previously announced acquisition (the “Acquisition”) of Bliss Co Holdings Ltd. (“BlissCo”). Further information regarding the Acquisition is set forth in the Listing Statement.

Item 5. Full Description of Material Change

See attached press release.

Item 6. Reliance on Section 85(2) of the Act

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Damian Kettlewell
CEO & Director

Praveen Varshney
Director
(604) 684-2181

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated this 23rd day of February, 2018

“Praveen Varshney”

Praveen Varshney
Name

Director
Position / Title

Vancouver, B.C.
Place of Declaration

BLISSCO CANNABIS CORP.
(formerly Trigen Resources Inc.)

NEWS RELEASE

Not for distribution in the U.S. or to U.S. newswire services.

**BLISSCO FILES LISTING STATEMENT FOR CANADIAN SECURITIES EXCHANGE
AND PROVIDES TRANSACTION UPDATE**

Vancouver, British Columbia – February 23, 2018 – BlissCo Cannabis Corp. (“Company”) announces that has filed its listing statement (“Listing Statement”) supporting its application for listing on the Canadian Securities Exchange (“CSE”). A copy of the Listing Statement is available under the Company’s profile at www.sedar.com. The Company also confirms that effective February 21st, it has voluntarily delisted from the TSX Venture Exchange in order to complete its previously announced acquisition (the “Acquisition”) of Bliss Co Holdings Ltd. (“BlissCo”). Further information regarding the Acquisition is set forth in the Listing Statement.

In connection with the Acquisition, the Company wishes to confirm that effective February 22, 2018 it consolidated (the “Consolidation”) its share capital on the basis of 2.25 pre-Consolidation common shares for 1.0 post-Consolidation common share. Completion of the Consolidation is a condition to closing of the Acquisition. No fractional common shares will be issued as a result of the Consolidation and any fractions will be rounded down to the nearest whole number. Further information regarding the Consolidation will be set forth in a letter of transmittal to be sent to registered shareholders by the Company’s transfer agent. In conjunction with the Consolidation, the Company confirms that it has changed its name to “BlissCo Cannabis Corp.”. Post-Consolidation common shares will be issued under the new corporate name.

The Company also wishes to provide an update with respect to completion of the Acquisition. As previously announced, the Company has received conditional approval of the Acquisition and the listing of its common shares on the CSE. The Company expects to complete the Acquisition on February 23, 2018. Trading on the CSE under the symbol BLIS is expected to commence early the following week. Further information regarding the Acquisition is set forth in the Listing Statement.

In conjunction with the Acquisition, the Company will complete a financing of 18,684,043 post-Consolidation units (“Units”) for proceeds of \$5,605,213 (the “Financing”). Each Unit will be comprised of one post-Consolidation common share (“Share”) and one Share purchase warrant (“Warrant”). Each Warrant will entitle the holder to acquire one Share at an exercise price of \$0.60 for a period of two years, provided that the Company may accelerate the expiry date by providing 20 days’ notice in the event that the Shares have a volume weighted average price of \$0.80 or higher for a period of 10 consecutive trading days. An arm’s length finder will receive a cash fee equal to 5% of the proceeds raised by that finder, as well as 66,517 finder’s warrants, such warrants being exercisable at a price of \$0.60 for a period of 12 months. All securities issued under the Financing will be subject to a four-month hold period in accordance with applicable securities laws.

About BlissCo

BlissCo is constructing an urban Access to Cannabis for Medical Purposes Regulation (ACMPR) cultivation facility with a focus on being a high-volume packager, processor and distributor of recreational cannabis when it is legal in Canada, which is currently anticipated to be by July 2018, and of medical cannabis. It recently

took ownership of its 12,600 sq. ft. industrial facility in Langley, British Columbia and considering the May 2017 changes Health Canada announced to the licensing process BlissCo is confident that its license will be earned shortly after completing construction.

With an ACMPR cultivation and then a sales license BlissCo will grow and sell dried cannabis and cannabis oil to approved medical patients through its online portal and service excellence call centre. BlissCo will focus on high volume sales opportunities in the legal cannabis market when individual distribution models are established by Canadian provinces and territories.

ON BEHALF OF THE BOARD of DIRECTORS

BLISSCO CANNABIS CORP.

“Praveen Varshney”

**Praveen Varshney, FCPA, FCA,
Director**

**For further information please contact:
Damian Kettlewell
damian@blisscohealth.com**

Cautionary Statement

This news release contains certain forward-looking information and forward-looking statements within the meaning of applicable securities legislation (collectively “forward-looking statements”). The use of any of the word “will” and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Such forward-looking statements should not be unduly relied upon. This news release contains forward-looking statements and assumptions pertaining to the following: completion of the Consolidation, completion of the Acquisition, completion of the Financing, the listing of the Shares on the CSE, strategic plans and future operations, completion of a cultivation facility, capital expenditures, receipt of an ACMPR license and other objectives. Actual results achieved may vary from the information provided herein as a result of numerous known and unknown risks and uncertainties and other factors. The Company believes the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct. The Company does not undertake to update these forward-looking statements, except as required by law.

The CSE has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.