

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

Item 1 Name and Address of Company

Blueberries Medical Corp. (formerly CDN MSolar Corp.)
Suite 2200, HSBC Building
885 West Georgia Street
Vancouver, BC
V6C 3E8

Item 2 Date of Material Change

February 5, 2019

Item 3 News Release

The news release in respect of the material change was disseminated through the facilities of Globenewswire on February 5, 2019 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

Blueberries Medical Corp. (the "**Company**", or "**Blueberries**") announced the completion of its business combination with Blueberries Cannabis Corp. (the "**Private Company**"), a leading Colombia-based licenced producer of medicinal cannabis and cannabis-derived products (the "**Transaction**"). Trading in the common shares of Blueberries (the "**Blueberries Shares**") commenced on the Canadian Securities Exchange (the "**CSE**") at market open on Wednesday, February 6, 2019 under the symbol "BBM", following the issuance by the CSE of its final bulletin in respect of the Transaction,

Item 5 Full Description of Material Change

Blueberries announced the completion of the Transaction. Trading in the **Blueberries Shares** commenced on the CSE at market open on Wednesday, February 6, 2019 under the symbol "BBM", following the issuance by the CSE of its final bulletin in respect of the Transaction.

Operational and Corporate Update

Blueberries is continuing to advance its developments to become a large-scale producer of naturally grown premium quality cannabis with its primary operations well situated in the Bogotá savannah in central Colombia. Lead by a specialized team with proprietary expertise in agriculture, genetics, extraction, medicine, pharmacology and marketing, Blueberries has received all licenses required for the cultivation, production,

domestic distribution, and international export of CBD (cannabidiol) and THC (tetrahydrocannabinol)-based medical cannabis. Blueberries' combination of leading scientific expertise, agricultural advantages, and distribution arrangements has positioned the Company to become a leading international supplier of naturally grown, processed and standardized medicinal-grade cannabis oil extracts and related products.

Since the Transaction was initially announced on September 6, 2018, the Company has continued to execute on its strategic objectives. Key developments include:

- Receipt of cultivation license, making Blueberries fully licensed for cannabis cultivation, processing/extraction and export in Colombia and abroad.
- Completed a C\$8,807,500 private placement, leaving the Company well capitalized to execute on its growth strategy (see "Subscription Receipt Financing" below).
- Pre-registration completed for 134 exclusive cannabis strains with high contents of CBD & THC.
- Commencement of cultivation in 107,000 ft² open-air greenhouse facility with commercial production anticipated in Q4 2019.
- Significant international sale and distribution agreements have been put in place for current products and products under development.
- Entered into a binding letter of intent with Harmony and Life SAS, a leading wellness clinic in Colombia pursuant to which the clinic will collaborate with Blueberries on the research, development, commercialization and distribution of cannabis-based products.
- Continued to further strengthen the Company's management and operational teams (See "New Board and Management" below).

Additional strategic milestones which the Company is continuing to pursue include:

- Expansion of the Company's cultivation facility has begun with the goal of growing to approximately 861,000 ft² by the end of 2019 to meet expected immediate demand. Blueberries has capacity to increase its cultivation capacity up to approximately 120 hectares (~13 million ft²) of total cultivation capacity.
- Engineering and design for a cannabis oil extract processing facility to provide for near-term oil production, with additional space to accommodate modular increases in production capacity as demand for the Company's products grows.
- Continue to expand product portfolio.
- Negotiation of additional sales and distribution agreements.

Overview of the Transaction

Pursuant to the Transaction, the Company, formerly CDN MSolar Corp. ("**CDNM**"), acquired all of the issued and outstanding shares of Private Company through a three-cornered amalgamation of Private Company and a wholly-owned subsidiary of the Company, with the former shareholders of Private Company receiving one Blueberries Share for each share of Private Company held. Immediately prior to the completion of

the Transaction, CDNM changed its name to "Blueberries Medical Corp." The Transaction constitutes a reverse take-over as the former shareholders of Private Company now own (on a non-diluted basis) approximately 93.1% of the issued and outstanding Blueberries Shares immediately following the completion of the Transaction. On closing of the Transaction there were 106,622,772 Blueberries Shares issued and outstanding, with an additional 26,104,150 Blueberries Shares reserved for issuance upon the exercise of securities convertible into Blueberries Shares.

For further information with respect to the Transaction and the business of Blueberries, please refer to the listing statement of Blueberries dated January 31, 2019 (the "**Listing Statement**") and posted under Blueberries' issuer profile on SEDAR at www.sedar.com.

Subscription Receipt Financing

Prior to the closing of the Transaction, Private Company completed a non-brokered private placement of subscription receipts (the "**Subscription Receipts**") at a price of C\$0.25 per Subscription Receipt for gross proceeds of C\$8,807,500 (the "**Offering**"). The proceeds from the Offering, less certain expenses, were placed into escrow on completion of the Offering. In connection with the completion of the Transaction, the Subscription Receipts were converted on a one-for-one basis into a total of 35,230,000 Blueberries Shares and 17,615,000 common share purchase warrants of Blueberries exercisable for a period of two years at C\$0.40 per warrant (the "**Blueberries Warrants**"). The escrowed proceeds from the Offering, less a finder's fee, and certain transaction fees and expenses, have been released from escrow to Blueberries. Outstanding finder warrants issued in connection with the Offering were also exchanged for comparable securities of Blueberries on a one-for-one basis.

New Board and Management

Upon closing of the Transaction, the board of directors and management of the Company were reconstituted as follows, in place of the previous officers and directors and officers of CDNM:

- Christian Toro, Chief Executive Officer and a Director;
- Chris Reid, Interim Chief Financial Officer;
- Camilo Villalba, Chief Operating Officer;
- Andres Castañeda, Country Manager;
- Paola Castañeda, Director;
- Andres Vidal, Director;
- Francisco Sole, Director;
- Patricio Villalba, Director;
- Catherine Lathwell, Director; and
- Matthew Bajurny, Director.

Biographical descriptions of each director and member of the senior management team of Blueberries is included in the Listing Statement.

Equity Awards

In connection with the completion of the Transaction, the Company granted an aggregate of 4,790,000 incentive stock options to officers, directors, employees and other service providers to purchase up to the same number of Blueberries Shares. The stock options have an exercise price of C\$0.40 per share and expire five years from the date of grant. The options will vest in three equal tranches with one-third vesting on the first anniversary of the grant date, one-third vesting on the second anniversary of the grant date, and one-third vesting on the third anniversary of the grant date.

Information for Shareholders

The Company's transfer agent, Computershare Trust Company of Canada ("**Computershare**"), will be delivering share certificates or statements pursuant to the Direct Registration System (a "**DRS Advice**") to all former holders of common shares of Private Company and to all former holders of Subscription Receipts evidencing the Blueberries Shares received in connection with the completion of the Transaction. Certificates representing Blueberries Warrants issued on conversion of the Subscription Receipts will be delivered to former holders of Subscription Receipts directly by the Company or its representatives. Shareholders of the Company wishing to receive a physical share certificate should contact Computershare at 1.604.661.9400 for information on how to obtain physical share certificates in place of a DRS Advice. The ISIN number for the Blueberries Shares is CA09609Y1016 and the trading symbol reserved for the Blueberries Shares on the CSE is "BBM".

Early Warning

In connection with the Transaction, Tora Blue International Corp. (an entity beneficially owned and controlled equally by Andres Castañeda (Country Manager of Blueberries) and Paola Castañeda (a director of Blueberries) ("**Tora Blue**") acquired 17,500,000 Blueberries Shares. Prior to the completion of the Transaction, neither Tora Blue nor Andres or Paola Castañeda had ownership of, or exercised control or direction over, any voting or equity securities of CDNM. As at the date hereof, the 17,500,000 Blueberries Shares held by Tora Blue represent approximately 16.4% of the total issued and outstanding Blueberries Shares. The Blueberries Shares were acquired for investment purposes only. Depending on market and other conditions, or as future circumstances may dictate, Tora Blue may from time to time, and subject to any escrow provisions imposed on their Blueberries Shares, increase or decrease its holdings of Blueberries Shares or other securities of Blueberries.

This portion of this news release is issued pursuant to National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* of the Canadian Securities Administrators, which also requires an early warning report to be filed with the applicable securities regulators containing additional information with respect to the foregoing matters. A copy of the early warning reports of Tora Blue will be available on the Company's issuer profile on SEDAR at www.sedar.com. Tora Blue can be contacted at Piso 26, Avenida Nicanor de Obarrio, Calle 50, Ciudad de Panamá, República de Panamá.

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

Camilo Villalba, Chief Operating Officer of Blueberries
Tel: +57.313.483.0131
Email: cvillalba@blueberriesmed.com

Item 9 Date of Report

February 7, 2019.

Cautionary Note Regarding Forward-Looking Information

*This material change report contains "forward-looking information" and "forward-looking statements" (collectively, "**forward looking statements**") within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this material change report. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this material change report, forward looking statements relate, among other things, to: the timing and receipt of the final stock exchange approval for the commencement of trading of the Blueberries Shares on the CSE, and future expansion plans.*

These forward-looking statements are based on reasonable assumptions and estimates of management of the Company at the time such statements were made. Actual future results may differ materially as forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors, among other things, include: fluctuations in general macroeconomic conditions; fluctuations in securities markets; expectations regarding the size of the Colombian and international medical cannabis market and changing consumer habits; the ability of the Company to successfully achieve its business objectives; plans for expansion; political and social uncertainties; inability to obtain adequate insurance to cover risks and hazards; and the presence of laws and regulations that may impose restrictions on cultivation, production, distribution and sale of cannabis and cannabis related products in Colombia or internationally; and employee relations. Although the forward-looking statements contained in this material change report are based upon what management of the Company believes, or believed at the time, to be

reasonable assumptions, the Company cannot assure shareholders that actual results will be consistent with such forward-looking statements, as there may be other factors that cause results not to be as anticipated, estimated or intended. Readers should not place undue reliance on the forward-looking statements and information contained in this material change report. The Company assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.