

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

**Item 1 Name and Address of Company**

ABcann Global Corporation (the “**Company**”)  
126 Vanluven Road  
Napinee, ON K7R 3L2

**Item 2 Date of Material Change**

May 29, 2017

**Item 3 News Release**

The news release dated May 29, 2017 was disseminated on May 29, 2017 through NASDAQ (Marketwired).

**Item 4 Summary of Material Change**

On May 29, 2017, the Company announced it has entered into a binding interim agreement (the “**Agreement**”) with Cannabis Wheaton Income Corp. (“**Cannabis Wheaton**” or “**CW**”) to fund the construction of 50,000 square feet of cultivation space (the “**Expansion Production Area**”) at the Company’s proposed cannabis cultivation facility to be located in Napinee, Ontario known as the Kimmett facility (the “**Facility**”). Pursuant to the Agreement, Cannabis Wheaton has agreed to invest \$30 million in the Company as follows:

- on the date that is the earlier of 10 days of the final closing of CW’s previously announced financing or by June 30, 2017, CW will subscribe for \$15 million of the common shares of the Company (each, an “**ABcann Share**”) at an agreed upon valuation of \$2.25 per ABcann Share; and
- on the date that is the earlier of 10 days of CW raising an aggregate of \$150 million or March 31, 2018, CW will subscribe for an additional \$15 million at a price per ABcann Share equal to the greater of two times the 10 day volume average trading price of the ABcann Shares at the relevant time or \$2.25.

Upon completion of the \$30 million investment, and upon accepting the Company’s construction budget and timeline for the construction of the Expansion Production Area, Cannabis Wheaton will provide all necessary funding to complete the construction of the Expansion Production Area. This expansion will be in addition to the Company’s current 100,000 square foot facility that is commencing construction imminently. In return, CW will receive 50% of the proceeds (net of certain costs) of future wholesale or retail sales completed by the Company with respect to cannabis produced in the Expansion Production Area (the “**EPA Allocation**”). CW’s entitlement to the EPA Allocation will not begin until after the completion of CW’s \$30 million investment.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

A full description of the material change is described in Item 4 above and in the attached news release which was filed on SEDAR.

*5.2 Disclosure for Restructuring Transactions*

N/A

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Aaron Keay  
CEO and Director

604.323.6911

**Item 9 Date of Report**

May 31, 2017



**ABCANN GLOBAL AND CANNABIS WHEATON SIGN INTERIM AGREEMENT FOR  
CONSTRUCTION OF ADDITIONAL CANNABIS CULTIVATION FACILITY  
News Release**

Vancouver, British Columbia, May 29, 2017 – ABcann Global Corporation (TSXV - ABCN) (formerly Panda Capital Inc.) (“ABcann”) and Cannabis Wheaton Income Corp. (TSX.V - CBW) (“Cannabis Wheaton” or “CW”) are pleased to report that they have entered into a binding interim agreement (the “**Agreement**”) to fund the construction of 50,000 square feet of cultivation space (the “**Expansion Production Area**”) at ABcann’s proposed cannabis cultivation facility to be located in Napanee, Ontario known as the Kimmitt facility (the “**Facility**”). Pursuant to the Agreement, Cannabis Wheaton has agreed to invest \$30 million in ABcann as follows:

- on the date that is the earlier of 10 days of the final closing of CW’s previously announced financing or by June 30, 2017, CW will subscribe for \$15 million of ABcann common shares (each, an “**ABcann Share**”) at an agreed upon valuation of \$2.25 per ABcann Share; and
- on the date that is the earlier of 10 days of CW raising an aggregate of \$150 million or March 31, 2018, CW will subscribe for an additional \$15 million at a price per ABcann Share equal to the greater of two times the 10 day volume average trading price of the ABcann Shares at the relevant time or \$2.25.

Upon completion of the \$30 million investment, and upon accepting ABcann’s construction budget and timeline for the construction of the Expansion Production Area, Cannabis Wheaton will provide all necessary funding to complete the construction of the Expansion Production Area. This expansion will be in addition to ABcann’s current 100,000 square foot facility that is commencing construction imminently. In return, CW will receive 50% of the proceeds (net of certain costs) of future wholesale or retail sales completed by ABcann with respect to cannabis produced in the Expansion Production Area (the “**EPA Allocation**”). CW’s entitlement to the EPA Allocation will not begin until after the completion of CW’s \$30 million investment.

Chuck Rifici said “ This now adds a sixth licence to the Cannabis Wheaton portfolio, and our first publicly traded producer with a sales licence. Over the past three years, I’ve watched ABcann’s involvement and evolution in the Canadian cannabis industry. They are widely recognized for their proprietary cultivation methods that produce high quality cannabis with industry leading yields. It’s clear to us that they had their pick of funding sources, so it’s an honour to make this announcement today.

This partnership will bring to ABcann the support and funds necessary to break ground on the Kimmitt site. Once construction is complete, the additional cultivation space will provide Cannabis Wheaton with an estimated 8,000,000 grams of cannabis per year.”

“This Partnership is a great opportunity for both ABcann and Cannabis Wheaton. ABcann significantly enhances its cash position through the equity investment, providing ABcann with the capital to construct up to 180,000 square feet of fully funded capacity” said Aaron Keay, CEO of ABcann.

The Agreement remains subject to certain conditions precedent, including receipt by ABcann of applicable Health Canada and other regulatory approvals and the ability of the parties to agree on future construction budgets and timelines.

ON BEHALF OF THE BOARD

“Chuck Rifici”

Chairman & CEO

### **About ABcann Global Corporation (TSX.V: ABCN)**

ABcann was one of the first companies to obtain a production license under the marijuana for medical purposes regulations, which it received on March 21, 2014. It also obtained a sales licence on Dec. 31, 2015. Situated in Napanee, Ont., ABcann has spent the last two years focused on changing the face of medical cannabis. ABcann intends to be the first company to have repeatable products in multiple continents and to provide standardized medical cannabis to the world. Its flagship facility contains proprietary plant-growing technology, combining the concepts, systems and components to produce high-yielding plants, which, in turn, can generate high-quality products that are consistent from batch to batch.

ABcann grows its plants in controlled environmental chambers, where every key variable in the growing process is optimized to achieve the consistency that is needed for a standardized product. ABcann is able to control environmental and nutrient demands, tailor-made for a particular strain of cannabis, without the variation that is typical when producing large quantities in less-controlled, larger rooms and greenhouse-type structures, giving ABcann the ability to produce pharmaceutical-grade, plant-based medicine that can be prescribed with confidence.

### **Stay Connected**

For further information about ABcann Global and our management team, please visit: <http://www.abcannglobal.com> or contact Aaron Keay ((604) 323-6911 or [aaron@abcannglobal.com](mailto:aaron@abcannglobal.com)) or Leo Karabelas ( (416) 543-3120 or [leo.k@abcannglobal.com](mailto:leo.k@abcannglobal.com)).

### **About Cannabis Wheaton Income Corp. (TSX.V: CBW)**

Backed by a team of industry experts, Cannabis Wheaton is the first cannabis streaming company in the world. Our streams will include production from across Canada coming from our partners comprised of licensed producers of cannabis (LP) and LP applicants. Cannabis Wheaton’s mandate is to facilitate real growth for our streaming partners by providing them with financial support and sharing our collective industry experience.

## **Stay Connected**

For more information about Cannabis Wheaton and our management team, please visit: <http://www.cannabiswheaton.com>, or follow us on Twitter @CannabisWheaton. Call: 1-604 687 7130 Email: [Mario@skanderbegcapital.com](mailto:Mario@skanderbegcapital.com) <http://www.skanderbegcapital.com>.

Media: Natali Tofiloski

[\(416\) 655-1070](tel:(416)655-1070)

[natali@themintagency.com](mailto:natali@themintagency.com)

## **Forward-Looking Information**

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: the ability to generate revenue through the streaming agreements, the ability to consummate transactions which are currently in discussions, requirements to obtain additional financing, timeliness of government approvals for granting of permits and licences, including licences to cultivate cannabis, completion of the facilities, where applicable, actual operating performance of the facilities, regulatory or political change, competition and other risks affecting the Company in particular and the medical 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. Neither ABcann nor CW are 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.

**Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.**