

**AMENDED NOTICE OF CHANGE OF CORPORATE STRUCTURE
FORM 51-102 SECTION 4.9**

Name and Address of Issuer

CANNAROYALTY CORP.

333 Preston Street, Preston Square Tower 1, Suite 610
Ottawa, Ontario
K1S 5N4

Item 1 Parties to the Transaction

CannaRoyalty Corp. (formerly Bonanza Blue Corp., the “**Corporation**”), 9995471 Canada Corp. (“**AcquisitionCo**”) and Cannabis Royalties & Holdings Corp. (“**CRHC**”)

Item 2 Description of the Transaction

On December 6, 2016, the Company announced that it had closed its previously announced “three-cornered” amalgamation (the “**RTO**”) under the provisions of the Canada Business Corporations Act, pursuant to which CRHC and AcquisitionCo, a wholly-owned subsidiary of the Company, amalgamated. The existing shareholders of CRHC became shareholders of the Company, and the amalgamated entity (“**AmalCo**”) continued as a subsidiary of the Company. In addition, immediately prior to the RTO, the Company consolidated its issued and outstanding shares on the basis of 5:1 and changed its name from “Bonanza Blue Corp.” to “CannaRoyalty Corp.”

In addition, prior to the RTO, the escrowed proceeds of \$5,004,000 from CRHC’s previously announced brokered private placement of subscription receipts were released to CRHC. Each subscription receipt was converted into one CRHC common share, which was then exchanged for one economically equivalent CannaRoyalty share pursuant to the RTO.

Item 3 Effective Date of the Transaction

The RTO was completed on December 5, 2016.

Item 4 The Name of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of Each Continuing Entity

CannaRoyalty Corp. will continue to be a reporting issuer in Ontario. On December 8, 2016, commercial trading of the Company’s common shares commenced on the CSE under the symbol “CRZ”.

As a result of the RTO, AmalCo became a wholly-owned subsidiary of the Company.

Item 5. The date of the Resulting Issuer’s first financial year-end after the transaction.

December 31, 2016

Item 6 The periods, including the comparative periods, of the interim financial reports and annual financial statements for the first financial year following the completion of the transaction

Financial Statements	Period Ended	Comparative Period Ended
Annual	12 months ended December 31, 2016	12 months ended December 31, 2015
Interim	3 months ended March 31, 2017	3 months ended March 31, 2016
Interim	6 months ended June 30, 2017	6 months ended June 30, 2016
Interim	9 months ended September 30, 2017	9 months ended September 30, 2016

Item 7 Supporting Documentation

The Listing Statement dated December 5, 2016, in respect of the transaction and a press release dated December 6, 2016 announcing the RTO have each been filed on SEDAR and can be accessed at www.sedar.com.

Dated February 27, 2017