

## Form 51-102F3

### ***Material Change Report & Notice of Change in Corporate Structure***

#### **Item 1: Name and Address of Company**

MJ Bioscience Corp. (the “**Issuer**”)  
Suite 800 – 1199 West Hastings Street  
Vancouver, BC V6E 3T5

#### **Item 2: Date of Material Change**

January 28, 2015

#### **Item 3: News Release**

A news release was issued and disseminated on January 29, 2015 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)). A copy of the news release is attached as Schedule “A” hereto.

#### **Item 4: Summary of Material Change**

On January 28, 2015, the Issuer completed a statutory arrangement under a plan of arrangement (the “**Arrangement**”) among Highmark Marketing Inc. (“**Highmark Marketing**”), Highmark Technologies Corp. (“**Highmark Technologies**”) and the Issuer. As a result of completing the Arrangement, the Issuer and Highmark Technologies became reporting issuers in Alberta, British Columbia and Ontario.

#### **Item 5: Full Description of Material Change**

##### 5.1 Summary of the Arrangement and Corporate Information

On October 16, 2014, Highmark Marketing, the Issuer and Highmark Technologies entered into an arrangement agreement and plan of arrangement (the “**Arrangement Agreement**”).

Completion of the Arrangement as set forth in the Arrangement Agreement was approved at a meeting of the shareholders of Highmark Marketing on January 15, 2015, and a final order was granted by the Supreme Court of British Columbia on January 19, 2015 in accordance with Part 9 of the *Business Corporations Act* (British Columbia).

Pursuant to the Arrangement, the following principal steps were completed on January 28, 2015:

- Highmark Marketing transferred all its intellectual property relating to cannabis research to the Issuer, and the Issuer issued Highmark Marketing 13,965,857 common shares of its capital stock which was immediately distributed to the shareholders of Highmark Marketing as of the record date of January 12, 2015 (the “**Record Date**”). The shareholders of Highmark Marketing received 1

Issuer share for every 4 Highmark Marketing shares held as of the Record Date; and

- Highmark Marketing transferred all of its assets relating to its MobiWeed software application to Highmark Technologies, and Highmark Technologies issued Highmark Marketing 13,965,857 common shares of its capital stock which was immediately distributed to the shareholders of the Company as of the Record Date. The shareholders of Highmark the basis of 1 Highmark Technologies Share for every 4 Company Shares held as of the Record Date.

**5.2 Disclosure for Restructuring Transactions**

Pursuant to section 4.9 of National Instrument 51-102, we provide the following additional information:

***Name of each party, if any, that ceased to be a reporting issuer subsequent to the Transaction and of each continuing entity:***

No party ceased to be a reporting issuer. The name of each continuing entity is:

- Highmark Marketing Inc. (the Issuer and a reporting issuer)
- Highmark Technologies Corp. (a reporting issuer)
- MJ Bioscience Corp. (a reporting issuer)

***Date of the Issuer's first financial year end subsequent to the Transaction:***

October 31, 2015

***The periods, including comparative periods, if any, of the interim and annual financial statements required to be filed for the Issuer's first financial year subsequent to the Transaction:***

<b>Financial Statement Period</b>	<b>Filing Due Date</b>	<b>Comparatives</b>
Interim financial statements for the first quarter ended January 31, 2015	April 1, 2015	N/A
Interim financial statements for the second quarter ended April 30, 2015	June 29, 2015	N/A
Interim financial statements for the third quarter ended July 31, 2015	September 29, 2015	N/A
Annual financial statements for the year ended October 31, 2015	February 16, 2015	October 31, 2014

***Documents Filed under National Instrument 51-102 describing the Transaction and Filing Location of Same:***

<b>Documents</b>	<b>Location of Filing</b>
Arrangement Agreement dated October 16, 2015	SEDAR profile of the Issuer

<b>Documents</b>	<b>Location of Filing</b>
Final Order of the Supreme Court of British Columbia granted January 15, 2015	SEDAR profile of the Issuer
News release dated January 29, 2015 (attached as Schedule A)	SEDAR profile of the Issuer
Highmark Marketing's Management Information Circular dated December 15, 2014	SEDAR profile of the Issuer
This Material Change Report and Notice of Change in Corporate Structure	SEDAR profile of the Issuer

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

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

Marc Branson, CEO  
Telephone: 604.816.2555

**Item 9: Date of Report**

February 5, 2015

## Schedule "A"

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION  
IN THE UNITED STATES.



Suite 800 – 1199 West Hastings Street, Vancouver V6E 3T5

### HIGHMARK MARKETING INC. CLOSES A PLAN OF ARRANGEMENT WITH MJ BIOSCIENCE CORP. AND HIGHMARK TECHNOLOGIES CORP.

Vancouver, B.C. – (January 29, 2015) Highmark Marketing Inc. ("Highmark Marketing"), MJ Bioscience Corp. ("MJ Bioscience") and Highmark Technologies Corp. ("Highmark Technologies") are pleased to announce that on January 28, 2015, they completed a statutory arrangement under a plan of arrangement (the "Arrangement") among Highmark Marketing, MJ Bioscience and Highmark Technologies. As a result of completing the Arrangement, MJ Bioscience and Highmark Technologies became reporting issuers in Alberta, British Columbia and Ontario and the shareholders as of January 12, 2015 of Highmark Marketing acquired 100% ownership of Highmark Technologies and MJ Bioscience.

On October 16, 2014, Highmark Marketing, MJ Bioscience and Highmark Technologies entered into an arrangement agreement and plan of arrangement (the "Arrangement Agreement").

Completion of the Arrangement as set forth in the Arrangement Agreement was approved at a meeting of the shareholders of Highmark Marketing on January 15, 2015, and a final order was granted by the Supreme Court of British Columbia on January 19, 2015 in accordance with Part 9 of the *Business Corporations Act* (British Columbia).

Pursuant to the Arrangement, the following principal steps were completed on January 28, 2015:

- Highmark Marketing transferred all the intellectual property relating to cannabis research to MJ Bioscience, and MJ Bioscience issued Highmark Marketing 13,965,857 common shares of its capital stock which was immediately distributed to the shareholders of Highmark Marketing as of the record date of January 12, 2015 (the "Record Date"). The shareholders of Highmark Marketing received 1 MJ Bioscience Share for every 4 Highmark Marketing shares held as of the Record Date;
- Highmark Marketing transferred all of the assets relating to its MobiWeed software application to Highmark Technologies, and Highmark Technologies issued Highmark Marketing 13,965,857 common shares of its capital stock which was immediately

distributed to the shareholders of the Company as of the Record Date. The shareholders of Highmark the basis of 1 Highmark Technologies Share for every 4 Company Shares held as of the Record Date; and

- Highmark Marketing reduced its paid-up capital by an amount equal to the value of the MJ Bioscience shares and the Highmark Technologies shares which were distributed to the Highmark Marketing Shareholders;

Upon the Arrangement becoming effective on January 28, 2015, Highmark Technologies and MJ Bioscience became reporting issuers in the jurisdictions of Alberta, British Columbia and Ontario, and have each issued a total of 13,965,857 Common Shares. The CUSIP for the Common Shares for Highmark Technologies is 431121102 and for MJ Bioscience is 553074105.

### **About MJ Bioscience**

MJ Bioscience was incorporated on October 15, 2014 and its fiscal year end is October 31. MJ Bioscience is engaged in the research and development of plant technology for the enhanced production of commercial medical marijuana. MJ Bioscience's principal goal is to target the evaluation and development an efficient system for micro propagation methods that can be reproduced on a commercial scale.

### **About Highmark Technologies**

Highmark Technologies was incorporated on October 15, 2014 and its fiscal year end is October 31. Highmark Technologies is an information technology company primarily focused on the development of its MobiWeed business, a medical marijuana dispensary mapping website. Highmark Technologies seeks to develop MobiWeed to become an educational resource where medical marijuana patients can ensure their prescriptions are appropriate for their conditions; this includes having the right potency and consistency to optimize treatments and limit health risks. Highmark Technologies is also focused on identifying and acquiring related IT assets.

### **About Highmark Marketing**

Highmark is a nutraceutical company, based in British Columbia, focused on bringing the health benefits of natural and herbal remedies to the market. Highmark intends to acquire, license, distribute, and market products in the nutraceutical industry.

Further information about Highmark Marketing is available under its profile on the SEDAR website [www.sedar.com](http://www.sedar.com) and on Highmark Marketing's page on the Canadian Securities Exchange website.

For further information on Highmark Marketing, MJ Bioscience and Highmark Technologies, please contact:

#### **Marc Branson**

Chief Executive Officer  
Highmark Marketing Inc.  
Telephone: 604.283.1722  
Email: [info@highmarkcorp.ca](mailto:info@highmarkcorp.ca)

The CSE has not reviewed, nor approved or disapproved the content of this press release.

**Forward-Looking Information:**

This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business of Highmark Marketing, Highmark Technologies and MJ Bioscience. Forward-looking information is based on certain key expectations and assumptions made by the management of Highmark Marketing, Highmark Technologies and MJ Bioscience, including future plans for acquisitions. Although Highmark Marketing, Highmark Technologies and MJ Bioscience believe that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because Highmark Marketing, Highmark Technologies and MJ Bioscience can give no assurance that they will prove to be correct. Forward-looking statements contained in this press release are made as of the date of this press release. Highmark Marketing, Highmark Technologies and MJ Bioscience disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been and will not be registered under the *United States Securities Act of 1933*, as amended, or any applicable securities laws or any state of the United States and may not be offered or sold in the United States or to the account or benefit of a person in the United States absent an exemption from the registration requirements.