

Form 51-102F3
Material Change Report

Item 1. Reporting Issuer

Aurora Cannabis Inc. (the "Company")
1500 – 1199 West Hastings Street
Vancouver, BC V6E 3T5
Telephone: (604) 669-9788

Item 2. Date of Material Change

May 5, 2016

Item 3. Press Release

Issued on May 5, 2016 at Vancouver, British Columbia, Canada and disseminated through Stockwatch & Baystreet.

Item 4. Summary of Material Change

Vancouver B.C, May 5, 2016 - Aurora Cannabis Inc. ("Aurora" or the "Company") (CSE: ACB) (OTCQB: ACBFF) (Frankfurt: 21P; WKN: A1C4WM) is pleased to announce that it has arranged a non-brokered private placement (the "Offering") of up to \$2,000,000 principal amount of unsecured convertible debentures (the "Debentures").

Item 5. Full Description of Material Change

See attached press releases.

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

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:

Nilda Rivera
Corporate Secretary
(604) 362-5207

Item 9. Date of Report

May 5, 2016



FOR IMMEDIATE RELEASE

**Aurora Announces up to \$2 Million
Convertible Debenture Bridge Financing**

Vancouver B.C., May 5, 2016 - Aurora Cannabis Inc. ("Aurora" or the "Company") (CSE: ACB) (OTCQB: ACBFF) (Frankfurt: 21P; WKN: A1C4WM) is pleased to announce that it has arranged a non-brokered private placement (the "Offering") of up to \$2,000,000 principal amount of unsecured convertible debentures (the "Debentures").

The Debentures will have a term of 18 months and carry an interest rate of 10% per annum, payable semi-annually. The Debentures will be convertible into common shares of the Company at a price of \$0.53 per share, at any time, at the holder's option, during the term of the Debentures. Forced conversion of the Debentures into common shares will occur if the closing trading price of the Company's common shares is equal to or above \$1.25 per share for 10 consecutive trading days.

Advisory and other fees may be paid in cash, common shares, warrants or any combination thereof, in accordance with Exchange policies.

The Company intends to use the net proceeds from the Offering for working capital purposes.

The Company also wishes to announce that under a compensation arrangement, it has issued 22,728 common shares to an officer of the Company at a deemed price of \$0.55 per share. Another \$12,500 in common shares are to be issued to the officer at market price on or after June 14, 2016. The common shares are subject to resale restrictions.

On behalf of the Board of Directors,
AURORA CANNABIS INC.

Terry Booth
CEO

Further information:

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The CSE has not reviewed, approved or disapproved the contents of this press release. We seek Safe Harbor.