

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

June 8, 2016

Item 3. Press Release

Issued on June 8, 2016 at Vancouver, British Columbia, Canada and disseminated through CNW.

Item 4. Summary of Material Change

Vancouver, BC – June 8, 2016 – Aurora Cannabis Inc. – (the "Company" or "Aurora") (CSE: ACB) (OTCQB: ACBFF) (Frankfurt: 21P; WKN: A1C4WM) is pleased to announce that it has entered into a letter of intent (the "LOI") to acquire (the "Acquisition") all of the issued and outstanding shares of CanvasRx Inc. ("CanvasRx"). The Acquisition will unite Aurora, one of Canada's largest capacity and fastest-growing licensed producers of cannabis, with CanvasRx, the largest medical cannabis patient outreach service in Canada, currently serving 7,000 patients with 17 locations.

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

June 8, 2016



June 8, 2016

CSE:ACB

Aurora to Acquire CanvasRx, Uniting One of the Fastest Growing Cannabis Producers and Canada's Largest Cannabis Patient Counselling Service

\$15 Million Brokered Financing to Fund Transaction and Major Production Capacity Expansion

Vancouver, BC – June 8, 2016 – Aurora Cannabis Inc. – (the “Company” or “Aurora”) (CSE: ACB) (OTCQB: ACBFF) (Frankfurt: 21P; WKN: A1C4WM) is pleased to announce that it has entered into a letter of intent (the “LOI”) to acquire (the “Acquisition”) all of the issued and outstanding shares of CanvasRx Inc. (“CanvasRx”). The Acquisition will unite Aurora, one of Canada’s largest capacity and fastest-growing licensed producers of cannabis, with CanvasRx, the largest medical cannabis patient outreach service in Canada, currently serving 7,000 patients with 17 locations.

In conjunction with the acquisition, the Company has entered into an engagement agreement with Canaccord Genuity Corp. (“Canaccord” or the “Agent”) with respect to a best efforts brokered private placement of subscription receipts for anticipated gross proceeds of approximately \$15 million (the “Offering”). Proceeds from the private placement are anticipated to be used to satisfy the cash component of the CanvasRx acquisition, as well as fund a major expansion of Aurora’s production capacity, with construction of a second larger production facility in Alberta, Canada. The subscription receipts will be priced in the context of the market.

“This transaction and concurrent private placement will enable Aurora to further accelerate our growth and patient registration, and rapidly transition us to full production capacity at our current facility,” said Terry Booth, CEO of Aurora. “The new capital will allow us to invest in immediate expansion of our production capacity, positioning Aurora well to satisfy the anticipated much larger market demand, once federal legislation makes the adult usage market of cannabis legal in Canada.”

“CanvasRx is an ideal partner for us,” added Neil Belot, Aurora’s Chief Brand Officer. “Their methods and professionalism are exacting and well respected across Canada, and are aligned with the Aurora Standard and our promise to drive innovation and continuously enhance the experience of our customers.”

Joint Development of Custom Strains and Products

“Combining CanvasRx with Aurora is very much in the interests of our patients. It enables us to utilize the extensive research data that we have collected, and the recommendations of our counsellors and our physician network, to curate development of new strains and products to meet the needs of our patients,” said Joseph del Moral, CEO of CanvasRx, who will be joining the Board of Directors of Aurora. “Equally importantly, with Aurora’s best-in-class production facility and commitment to not

using pesticides or gamma irradiation, we can feel confident that our patients will have access to the best possible medicine.”

Under the terms of the LOI, the purchase price includes an upfront cash payment of \$1,575,000 paid on closing, and additional future consideration based on the achievement of certain performance milestones. The performance milestones include certain patient metrics and the establishment of additional counselling locations. The Company anticipates that its incremental revenues will substantiate the milestone payments, which may be satisfied in cash or common shares, at the election of Aurora. The closing of the CanvasRx acquisition is subject to customary closing conditions, including execution of definitive documentation, completion of satisfactory due diligence, completion of the Offering, and receipt of applicable third party and regulatory approvals, including that of the Canadian Securities Exchange. As part of the transaction, CanvasRx will maintain its commitment to being an open platform, enabling each patient to register with the Licensed Producer of his or her choice.

AC Group Inc. acted as advisor to CanvasRx Inc. in connection with this transaction.

The gross proceeds from the Offering will be held in escrow pending satisfaction or waiver of all conditions precedent, including the fulfillment of all conditions of the Acquisition. If the escrow release conditions are not met within 120 days of closing of the Offering (except as may be extended in accordance with the terms of the subscription receipts) or if the Acquisition is not completed, the holders of the subscription receipts will be entitled to a return of their full subscription price and their pro rata entitlement to the interest earned on the escrowed funds.

Upon satisfaction of the escrow release conditions, each subscription receipt will be deemed to be exercised for equity securities of the Company (comprised of common shares and/or warrants to purchase common shares of the Company, together the “Underlying Securities”) immediately prior to the closing of the Acquisition, without the payment of any additional consideration and without any further action on the part of the holders of the subscription receipts. The issue price of the subscription receipts, and the terms of the Underlying Securities will be determined in the context of the market at the time of the Offering.

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

Terry Booth, CEO

This news release contains statements that are forward-looking in nature and, as a result, are subject to certain risks and uncertainties. Forward-looking information in this press release includes statements regarding the timing and completion of the proposed Acquisition, the use of proceeds from the Offering, the satisfaction of the escrow release conditions, management’s expectations with respect to the Offering and the Acquisition, and management’s assessment of the Company’s future plans and financial outlook. The words “may”, “anticipate”, “will” and similar words and expressions are used to identify forward-looking statement. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, undue reliance should not be placed on them as actual results may differ materially from the forward-looking statements. Such forward-looking statements are estimates reflecting the Company's best judgment based upon current information and

involve a number of risks and uncertainties, and there can be no assurance that other factors will not affect the accuracy of such forward-looking statements. Such factors include but are not limited to the risks set out in the Company's management's discussion and analysis filed on SEDAR. The forward-looking statements contained in this news release are made as of the date hereof, and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, except as required by law.

The CSE or other regulatory authority has not reviewed, approved or disapproved the contents of this press release. Not for dissemination in the United States or through U.S. newswire services.

We seek Safe Harbour.

Further information:

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