

**Form 51-102F3**  
**Material Change Report**

**Item 1            Name and Address of Company**

Tidal Royalty Corp.  
810-789 West Pender Street  
Vancouver, B.C. V6C 1H2  
(the “**Company**”)

**Item 2            Date of Material Change**

June 8, 2018

**Item 3            News Release**

The news release was posted under the Company’s SEDAR profile and forwarded to the appropriate regulatory authorities.

**Item 4            Summary of Material Change**

The Company provided shareholders with a corporate update.

**Item 5            Full Description of Material Change**

**5.1            Full Description of Material Change**

The Company is pleased to provide the following corporate update:

On February 8, 2018 the Company closed the first tranche of a non-brokered private placement of special warrants (“**Special Warrants**”) of the Company for a price of \$0.05 per Special Warrant (the “**Placement**”) through the issuance of 59,370,000 Special Warrants (the “**First Tranche Special Warrants**”) for gross proceeds of \$2,968,500. The Company also issued 3,757,000 special finder’s warrants (“**Finder’s Warrants**”) to arm’s length parties and paid finder’s fees in the amount of \$100,000.

On March 1, 2018, the Company closed the second tranche of the Placement through the issuance of 57,120,000 Special Warrants (the “**Second Tranche Special Warrants**”) for gross proceeds of \$2,856,000. The Company also issued 5,292,000 Finder’s Warrants to arm’s length parties and paid finder’s fees in the amount of \$230,000.

On April 30, 2018, the Company closed the third and final tranche of the Placement through the issuance of 12,690,000 Special Warrants (the “**Third Tranche Special Warrants**”) for gross proceeds of \$634,500. The Company also issued 1,220,000 Finder’s Warrants and paid finder’s fees in the amount of \$25,000.

Under the terms of the Placement, on June 8, 2018, being the date of this news release, the First Tranche Special Warrants and 3,757,000 Finder’s Warrants automatically converted into units (“**Units**”). Each Unit consists of one (1) Common share in the capital of the Company and one (1) Common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder thereof to receive an additional Common share in the capital of the Company for an exercise price of \$0.05 for a period of 24 months from the date the Special Warrants were initially issued.

**5.2            Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7            Omitted Information**

Not applicable.

**Item 8            Executive Officer**

**Theo van der Linde, CFO**

810-789 West Pender Street  
Vancouver, B.C. V6C 1H2  
(604) 687-2038

**Item 9            Date of Report**

June 12, 2018