

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 12, 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 is announced that it has closed a non-brokered private placement of common shares (“**Shares**”) of the Company for a price of \$0.33 per Share (the “**Placement**”) through the issuance of 89,734,117 Shares for gross proceeds of \$29,512,258.71. The Company also issued 615,198 Shares and paid finder’s fees in the amount of \$238,415.32 to arm’s length parties.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company is pleased to announce that it has closed a non-brokered private placement of common shares (“**Shares**”) of the Company for a price of \$0.33 per Share (the “**Placement**”) through the issuance of 89,734,117 Shares for gross proceeds of \$29,512,258.71. The Company also issued 615,198 Shares and paid finder’s fees in the amount of \$238,415.32 to arm’s length parties.

The Shares issued are subject to a four month hold period that expires on October 13, 2018.

Proceeds from the Placement will be used as general working capital.

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