

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 25, 2018

Item 3 News Release

The news release was disseminated on **June 21, 2018** by way of the facilities of Globenewswire. The news release was also filed on SEDAR and posted under the Issuer’s CSE’s disclosure hall.

Item 4 Summary of Material Change

The Company is announced that it will commence trading on the Canadian Securities Exchange under the ticker “RLTY” on Monday, June 25, 2018.

In addition, the Company has completed a \$30 million equity financing. The financing was a private placement of the Company’s common shares and closed on June 12, 2018. With the completion of this funding round, Tidal Royalty has approximately \$38 million in cash on its balance sheet. The Company intends to use the net proceeds of the offering for royalty financings and for working capital and general corporate purposes.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company, a leading provider of royalty financing to licensed US cannabis operators, is pleased to announce that it will commence trading on the Canadian Securities Exchange under the ticker “RLTY” on Monday, June 25, 2018.

In addition, the Company has completed a \$30 million equity financing. The financing was a private placement of the Company’s common shares and closed on June 12, 2018. With the completion of this funding round, Tidal Royalty has approximately \$38 million in cash on its balance sheet. The Company intends to use the net proceeds of the offering for royalty financings and for working capital and general corporate purposes.

Tidal Royalty was founded by cannabis industry veterans to provide expansion financing to licensed operators across a number of industry verticals. “We are excited to complete this financing, which will enable us to continue our mandate of financing the growth of best-in-class US licensed operators”, said Paul Rosen, Chief Executive Officer and Chairman of Tidal Royalty. “The significant demand from the market for this financing further validates our belief that the outsized returns in the cannabis industry will be made in the US. We thank our shareholders for their continued support in helping us build a world-class enterprise.”

Tidal Royalty Investment Thesis

Tidal Royalty is a unique investment platform designed to generate returns from the rapidly-growing US cannabis market. The company is actively pursuing opportunities across multiple industry verticals, including cultivation, processing and manufacturing, dispensing, and ancillary services. The company provides expansion capital to licensed, qualified operators and receives a royalty on top-line revenue. This product allows Tidal Royalty shareholders to participate in the broader US cannabis market's growth without being subject to specific operational risks.

Representative Deal Structures

While Tidal Royalty may customize its royalty financing product to meet the particular needs of exceptional operators, the majority of royalty transaction encompass one of the three following deal types:

Facility Expansion: capital used to build out existing operational assets. This would include opening additional flowing rooms to increase canopy, establishing a manufacturing and processing vertical, and opening additional dispensaries.

Multi-State Expansion: capital used to expand into new states and set up operations. Operators must demonstrate proven operational excellence, the ability to obtain necessary licenses, and a business model that leverages their existing assets and operations.

Market Rollup: allows seasoned operators to expand their footprint by purchasing strategic or undervalued assets. The royalty attaches to existing operations and provides immediate cash flow.

Management Team

Paul Rosen, Chairman & CEO

Mr. Rosen is a noted career entrepreneur and management consultant. Over the last 5 years, he has become one of Canada's most active and diversified investors in the emerging cannabis industry. He is the founder and Managing Director of BreakWater Venture Capital, a private venture capital fund and advisory based in Toronto. Mr. Rosen was a co-founder of PharmaCan Capital, now operating as The Cronos Group ([CRON:NASDAQ](#), [CRON.V](#)), where he served as President and CEO for three years. Mr. Rosen sits on the Board and chairs the Audit Committee of iAnthus Capital Holdings ([IAN.C](#)), a publicly-traded New York-based investment bank, sits on the Board of Hill Street Beverages, and acts as an advisory to several companies in the industry. Mr. Rosen is a member of the Law Society of Upper Canada and received a B.A. in Economics from Western University in 1985 and LL.B. from the University of Toronto in 1988.

Terry Taouss, President

Mr. Taouss is an entrepreneur with operational experience scaling fast-growing businesses. Mr. Taouss was part of the founding management team at SiteScout, an advertising technology company that he helped profitably build through its successful acquisition in 2013. In that role, Mr. Taouss had carriage over all finance, legal, and corporate development functions. Mr. Taouss then served as the Managing Director of Centro Canada, with carriage over strategy, product, marketing and sales, and was a member of the Centro executive team, helping guide strategy for the company's broader technology and services offering. Mr. Taouss is a member of the Law Society of Upper Canada and practiced corporate law in Canada for several years. He built a corporate practice advising high-growth clients in a diverse range of

industries and led numerous M&A transactions (buy and sell side). Mr. Taouss received a J.D. from Osgood Hall Law School and an MBA from the University of Toronto.

Theo van der Linde, CFO

Mr. van der Linde is a Chartered Accountant with 20 years extensive experience in finance, reporting, regulatory requirements, public company administration, equity markets and financing of publicly traded companies. He has served as a CFO & Director for a number of TSX Venture Exchange and Canadian Securities Exchange (CSE) listed companies over the past several years. Mr. van der Linde has extensive experience in financial services, manufacturing, oil & gas, mining and retail industries. Most recently, he has been involved with future use trends of natural resources as well as other disruptive technologies. Mr. van der Linde received a B.Comm. (Hons) in Finance, is a Chartered Accountant and is a member of good standing of the Institute of the Chartered Public Accountants of British Columbia.

Courtland Livesley-James, Executive VP, Strategy

Mr. Livesley-James is an active investor and entrepreneur with significant experience in corporate finance and investment banking. Mr. Livesley-James helped develop the Cannabis Practice at Dundee Capital Markets, playing a key role in a wide variety of domestic and international corporate and commercial transactions. His work included advising on some of the largest deals in the cannabis sector. Mr. Livesley-James is also a Partner at a private venture capital fund with a focus on emerging companies in a variety of sectors. Mr. Livesley-James has extensive experience with respect to public companies, capital markets, securities law and other facets fundamental to cannabis, technology, healthcare and the natural resources sector. Mr. Livesley-James received an Honours Degree in Accounting and Financial Management from the University of Waterloo.

Jonathan Beland, VP, Corporate Development

Mr. Beland has been focused on investing and providing corporate advisory to some of the marquee clients in the cannabis sector since 2016. Prior to joining Tidal, Mr. Beland spent seven years in sell side investment banking roles with BMO, Deloitte and other firms focusing on the cannabis and mining sectors, and seven years in professional services in both consulting engineering at AECOM and ICI facility construction management working on major projects across Canada. Some of the core clients Mr. Beland was responsible for covering included Canopy Growth, Aurora Cannabis, MedReleaf, PotashCorp, Mosaic, Agrium, BHP, Vale, CN, CP and Aecon. Mr. Beland holds a B.A. in Architectural Theory and History from Carleton University, an Associate's Degree in Architectural Technology from George Brown College, an M.B.A. from the University of Toronto specializing in Investment Banking and has passed the Level II exam of the Chartered Financial Analyst program. He is also a registered Exempt Market Practitioner licensed to distribute securities.

About Tidal Royalty

Tidal Royalty provides royalty financing to the US regulated cannabis industry. Led by an executive team with extensive industry experience in Canada and the US, Tidal Royalty provides operators with the funding they need to grow their business. Operators benefit from non-dilutive capital and investors get top-line access to a diversified portfolio of companies that will form the future of this transformative industry.

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 26, 2018