

FORM 51-102F3
MATERIAL CHANGE REPORT

- ITEM 1. Reporting Issuer
Admiral Bay Resources Inc.
900 – 885 West Georgia Street
Vancouver, British Columbia V6C 3H1
- ITEM 2. Date of Material Change
August 27, 2019
- ITEM 3. Press Releases
The news release attached as Schedule A was disseminated on August 27, 2019 through Cision news service and was subsequently filed on SEDAR.
- ITEM 4. Summary of Material Change
Admiral Bay Resources Inc. (the "**Company**") has announced that it has entered into an acquisition agreement with Cultivar Holdings Ltd. ("**Cultivar**"), a corporation existing under the laws of Ontario (the "**Acquisition Agreement**"). The Acquisition Agreement outlines the terms and conditions pursuant to which the Company and Cultivar will complete a series of transactions that will result in a reverse take-over of the Company by the shareholders of Cultivar (the "**Transaction**"). Prior to the completion of the Transaction, Cultivar will obtain the requisite shareholder approval for the Transaction.
- ITEM 5. Full Description of Material Change
- 5.1 Full Description of Material Change
See Schedule A.
- 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
The following officer of the Company may be contacted for further information:
- ITEM 9. Date of Report
This report is dated this 27th day of August, 2019.

Schedule A

ADMIRAL BAY RESOURCES INC. ENTERS INTO ACQUISITION AGREEMENT WITH CULTIVAR HOLDINGS LTD.

VANCOUVER, BRITISH COLUMBIA – August 27, 2019 – Admiral Bay Resources Inc. (the "**Company**") announced today that it has entered into an acquisition agreement with Cultivar Holdings Ltd. ("**Cultivar**"), a corporation existing under the laws of Ontario (the "**Acquisition Agreement**"). The Acquisition Agreement outlines the terms and conditions pursuant to which the Company and Cultivar will complete a series of transactions that will result in a reverse take-over of the Company by the shareholders of Cultivar (the "**Transaction**").

Prior to the completion of the Transaction, Cultivar will obtain the requisite shareholder approval for the Transaction.

The Transaction

Pre-Closing Capitalization of the Company

As of the date hereof, the Company's authorized capital consists of an unlimited number of common shares, of which 6,514,249 common shares ("**Company Shares**") are issued and outstanding.

Pre-Closing Capitalization of Cultivar

As of the date hereof, Cultivar's authorized capital consists of an unlimited number of common shares ("**Cultivar Shares**"), of which 97,439,900 are issued and outstanding. In addition, 500,000 Cultivar Shares will be issued to members of Cultivar's management team in Jamaica upon the final approval of Jamaica's Cannabis Licensing Authority for licences involved in the cultivation, processing, retail and transportation of cannabis. Cultivar also has outstanding warrants exercisable into an aggregate of 1,648,000 Cultivar Shares at a price of \$0.50 per share until August 12, 2021.

Terms of the Transaction

The Company will acquire all of the Cultivar Shares pursuant to the terms of the Acquisition Agreement by exchanging one common share of the Company for each common share of Cultivar. In addition, the 500,000 performance shares and Cultivar warrants shall become obligations of the Company on the same terms.

About Cultivar

Cultivar is an early stage cannabis company who has obtained conditional licences to grow, transport and cultivate high quality cannabis in Jamaica. The company presently leases one acre of land in Portland, Jamaica, which is expected to hold two 600 square foot greenhouses.

Cultivar also produces and manufactures cosmetic and edible products as well as has developed technology to predict the likelihood of substance addiction and impairment.

For further information regarding the Transaction, please contact:

Dr. Rahul Kushwah, Chief Executive Officer
Tel: 647- 889-6916

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to: the terms and conditions of the proposed Transaction; future developments; \ and the business and operations of the Company and Cultivar after the completion of the proposed Transaction.

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive shareholder or regulatory approvals; and the results of continued development, marketing and sales. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company and Cultivar disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.