

SENTERNET PHI GAMMA INC.

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Senternet Phi Gamma Inc. (the “Company”)
80 Richmond Street West, Suite 501
Toronto, Ontario
M5H 2A4

Item 2: Date of Material Change

January 8, 2019.

Item 3: News Release

A news release was issued and disseminated on January 8, 2019 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule "A".

Item 4: Summary of Material Change

The Company has announced that it has entered into a non-binding letter of intent for reverse takeover transaction with Cura Partners, Inc. (“Cura Partners”) that will result in a reverse takeover of the Company by the shareholders of Cura Partners, and the listing of the Company’s common shares on the Canadian Securities Exchange.

Item 5.1: Full Description of Material Change

See attached news release at Schedule "A" to this report.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

Yaron Conforti
CEO, CFO, Secretary and Director
T: (416) 716-8181

Item 9: Date of Report

This report is dated as of the 8th day of January, 2019.

Schedule "A"

Please see attached.

Senternet Enters Into Letter of Intent With Cura Partners

Toronto, Ontario--(Newsfile Corp. - January 8, 2019) - Senternet Phi Gamma Inc. ("**Senternet**" or the "**Company**") is pleased to announce that it has entered into a non-binding letter of intent with Cura Partners, Inc. ("**Cura Partners**") (the "**LOI**"). The LOI outlines certain mutual understandings and principal terms and conditions pursuant to which the Company and Cura Partners intend to effect a possible transaction that will result in a reverse takeover of the Company by the shareholders of Cura and the listing of the Company common shares on the Canadian Securities Exchange (the "**CSE**") (the "**Transaction**").

Cura Partners, the parent company of Cura Cannabis Solutions and its affiliates, is one of the largest cannabis companies in the world and on a mission to be the leading provider of cannabis oil in legal U.S. and international markets. Makers of the Select Oil and Select CBD brands, Cura Partners strives to provide patients and customers with the cleanest, most flavorful, high-quality cannabis oils, with the safest delivery methods available. Cura Partners was established in 2015 in Portland, Oregon and has expanded into Nevada, California, and Arizona with plans to expand into additional states and locations across North America and around the world.

The Transaction is proposed to be completed by way of share exchange, merger, amalgamation, arrangement or other similar form of transaction to be agreed to by the parties. The parties have agreed on the valuation of the Company for the purposes of the Transaction and the ownership ratio for the respective securityholders of the Company and Cura Partners will be subject to the final valuation of Cura Partners on the closing of the Transaction, which will be based on a private placement to be undertaken by Cura Partners concurrently with the Transaction.

Closing of the Transaction is subject to negotiation, completion and execution of all definitive transaction documents as well as customary conditions, including consolidation of the Company's existing share capital on a basis mutually determined by Cura Partners and the Company, receipt of all required shareholder, board, third party and regulatory consents and approvals, the listing of the Company's post-consolidation common shares on the CSE, and the satisfaction of other closing conditions.

The Company intends to provide further details regarding the Transaction in due course.

SENTERNET PHI GAMMA INC.

"Yaron Conforti" Yaron Conforti, CEO
aron@conforti.ca

Cautionary Notes

Completion of the Transaction is subject to a number of conditions, including CSE acceptance. The Transaction cannot close until all required regulatory and corporate approvals are obtained. There can be no assurance that the Transaction will be completed as proposed, or at all. Investors are cautioned that, except as disclosed in the Listing Statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

This news release may include forward-looking statements that are subject to inherent risks and uncertainties. All statements within this news release, other than statements of historical fact, are to be considered forward looking, including statements regarding the completion of the Transaction, the listing of the Company's common shares on the CSE, and the provision by the Company of further information regarding the Transaction. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those described in forward-looking statements. Factors that could cause actual results to differ materially from those described in forward-looking statements include market fluctuations, availability of capital and financing, and general economic, market and business conditions. There can be no assurances that such statements will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. The Company does not assume any obligation to update any forward-looking statements except as required under applicable laws.

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