

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Matica Enterprises Inc.
Suite 700 - 350 Bay Street
Toronto, ON
M5H 2S6

(“**Matica**”)

Item 2 Date of Material Change

March 9, 2015

Item 3 News Release

The news release was disseminated on March 10, 2015 through Stockwatch and filed on SEDAR.

Item 4 Summary of Material Change

On March 10, 2015, the Company announced that it had closed the first tranche of its previously announced brokered private placement (the “**Private Placement**”) of an aggregate of 9,702,275 units (the “**Units**”) of the Company for aggregate gross proceeds of \$776,182. Each Unit consists of a common share (a “**Share**”) of the Company and one common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to acquire an additional common share (a “**Warrant Share**”) of the Company for a period of 36 months from the date of issue at a price of \$0.15 per Warrant Share.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On March 10, 2015, the Company announced that it had closed the first tranche of its previously announced Private Placement of an aggregate of 9,702,275 Units (the “**Units**”) of the Company for aggregate gross proceeds of \$776,182. Each Unit consists of one Share and one Warrant. Each Warrant entitles the holder to acquire a Warrant Share for a period of 36 months from the date of issue at a price of \$0.15 per Warrant Share.

The Company paid an aggregate cash commission of \$15,315 in connection with the Private Placement (Jacob Securities Inc. - \$13,715; Leede Financial Markets Inc. - \$1,120; and David Zadak - \$480), with respect to certain subscribers and issued an aggregate of 65,000 non-transferrable broker warrants (each, a “**Broker Warrant**”) (Jacob Securities Inc. - 45,000 Broker Warrants; Leede Financial

Markets Inc. - 14,000 Broker Warrants; David Zadak - 6,000 Broker Warrants). Each Broker Warrant entitles the holder to acquire an additional common share (a “**Broker Warrant Share**”) of the Company for a period of 36 months from the date of issue at a price of \$0.15 per Broker Warrant Share.

The Shares, Warrant Shares and Broker Warrant Shares will be restricted from trading for a period of four months and a day from the date of issuance of the Units and Broker’s Warrants in compliance with applicable securities legislation.

The full offering is expected to close later this month. Proceeds of the Private Placement will be used for financing a milestone payment to THC Dispensaries Inc., a Nova Scotia applicant under the Marijuana for Medical Purposes Regulation that is in the final stages of completing the build on a state-of-the art marijuana growing facility with a ready-to-build status, as well as for the operational and general working capital purposes of Matica.

For additional detail, please see attached news release dated March 10, 2015

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, contact:

Boris Ziger
Chairman and Chief Executive Officer
Telephone: 416-304-9935

Item 9 Date of Report

March 18, 2015