

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

Item 1: Name and Address of Reporting Issuer

Matica Enterprises Inc. (the “Company”)
Suite #1102 - 44 Victoria Street, Toronto, Ontario M5C 1Y2

Item 2: Dates of Material Change

February 11, 2020.

Item 3: News Release

A news release was issued on February 11, 2020 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced the acquisition of a 70% interest in RoyalMax Biotechnology Canada Inc. (“RoyalMax”) acquisition and formally taken its 70 per cent earned interest in RoyalMax.

Item 5: Full Description of Material Change

The Company announced the acquisition of a 70% interest in RoyalMax Biotechnology Canada Inc. (“RoyalMax”) acquisition and has formally taken its 70% earned interest in RoyalMax.

On April 6th, 2017, the Company signed a definitive agreement (“the Agreement”) allowing for the Company to become a majority owner (70%) of RoyalMax, at the time a late stage applicant under the then Access to Cannabis for Medical Purposes Regulation (“ACMPR”). As per the Agreement, the Company could earn a 70% interest in RoyalMax by suppling funding and resources to build out the production facility in Dorval, Quebec.

To earn a 70% interest in RoyalMax, the Company has issued 6,000,000 common shares in Company stock and has paid \$735,000 with a further \$250,000 due in the second quarter of this year, and has financed the retro-fitting and licensing of the Dorval facility. Since the signing of the Agreement, the Company interest in RoyalMax has been held In Trust and was released by mutual agreement of all parties.

The Company reported RoyalMax receiving the Standard Cultivation Licence for the Dorval facility on October 15th, 2018. On January 23rd, 2019 it was reported that RoyalMax received its Cannabis Licence under the *Excise Act, 2001* from the

Canada Revenue Agency and the starting materials to began cultivation. On November 6, 2019, after several successful crops, RoyalMax applied for the Standard Processing Licence and simultaneously for the Sale For Medical Purposes Licence. RoyalMax will continue to work with Health Canada to expedite receipt of these licences. Upon receipt, RoyalMax will able to sell certain cannabis products to medical patients and to participate in the recreational cannabis market.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For more information please contact:

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Item 9: Date of Report

February 11, 2020.