

**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 24, 2020.

**Item 3: News Release**

A news release was issued on February 24, 2020 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that its subsidiary, RoyalMax Biotechnology Canada Inc. (“RoyalMax”), has received both the Standard Processing and Sale For Medical Purposes Licences from Health Canada. The Standard Processing Licence will allow RoyalMax to deliver products to the recreational market throughout Canada. The Sale for Medical Purposes Licence, RoyalMax will be able to provide product directly to appropriately documented patients who use cannabis for medical purposes.

**Item 5: Full Description of Material Change**

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RoyalMax will immediately initiate its marketing and distribution program to bring high quality Quebec grown cannabis to store shelves. Royal Max currently has over 400 kilograms of internally produced product. Further, RoyalMax will be working with partner growers that want to take advantage of RoyalMax’s distribution channels to deliver cannabis and related products to consumers.

Matica CEO Boris Ziger states, “We have hit yet another major milestone in the development of our Company. As this is a big moment for us, I want thank all of our supporters and stakeholders who have stuck with us through this long process.

We are a Quebec based company, it is important to demonstrate that Quebec can produce high quality product and to bring it to the rest of Canada.”

**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 24, 2020.