

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

Item 1: Name and Address of Reporting Issuer

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

Item 2: Dates of Material Change

November 16, 2020.

Item 3: News Release

A news release was issued on November 16, 2020 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company and its subsidiary, RoyalMax Biotechnology Canada Inc. (“RoyalMax”), have reached an agreement pursuant to which Matica has purchased 100,000 common shares of RoyalMax in satisfaction of the penalties owing to Matica for RoyalMax’s failure to pay debts owed by RoyalMax to Matica when due and owing. As a result of this exchange of shares for penalty related debt, Matica increases its position from 70% to 99.97% of the common shares of RoyalMax..

Item 5: Full Description of Material Change

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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

November 16, 2020.