

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

Item 1 Name and Address of Company

Friday Night Inc. ("TGIF" or the "Company")
734 – 1055 Dunsmuir Street
Vancouver, BC
V7X 1B1

Item 2 Date of Material Change

December 21, 2017

Item 3 News Release

A press release announcing the material change was issued and disseminated through the services of FSCwire Inc. on December 21, 2017.

Item 4 Summary of Material Change

The Company has entered into a letter of intent to acquire Body & Mind Inc. ("BAM") in an all-stock acquisition valuing BAM at approximately CAD \$115,000,000 based on the recent closing price of TGIF.

The transaction is expected to be structured by way of an amalgamation between BAM and a wholly owned Nevada subsidiary of the Company, in which the shareholders of BAM will receive common shares in the capital of the Company (the "TGIF Shares") in exchange for their shares of BAM ("BAM Shares"). The Company will issue 115,000,000 TGIF Shares for all of the BAM shares. The parties anticipate completing the transaction on or about March 31, 2018.

Item 5 Full Description of Material Change

The Company has entered into a letter of intent to acquire Body & Mind Inc. ("BAM") in an all-stock acquisition valuing BAM at approximately CAD \$115,000,000 based on the recent closing price of TGIF. Highlights of the transaction are as follows:

- Merger is expected to be immediately accretive to cash flow.
- With approximately 130,000 square feet of facility projects under development, will make Mergeco among the largest cultivation and production companies in Nevada.
- Per unit costs to become among the lowest in Nevada due to economies of scale.
- Enhanced product lines will better service clientele.
- Increased product volumes will warrant investment that drives efficiencies such as packaging systems, extraction, dosing, testing, distribution and marketing.
- Purchase price represents an approximate 50% premium over BAM's recent closing price, on a fully diluted basis.

The transaction is expected to be structured by way of an amalgamation between BAM and a wholly owned Nevada subsidiary of the Company, in which the shareholders of BAM will receive TGIF Shares in exchange for BAM Shares. The Company will issue 115,000,000 TGIF Shares for all of the BAM shares. The final structure of the transaction will be subject to advice from BAM's and the Company's tax, financial and legal advisors. The parties anticipate completing the transaction on or about March 31, 2018. The agreement is subject to closing conditions normal for a transaction of this type, including due diligence, BAM shareholder and CSE approvals.

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

Not applicable

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Brayden Sutton
President and Chief Executive Officer
604-674-4756

Item 9 Date of Report

December 22, 2017