

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

The Delma Group Inc.  
640 avenue Orly, suite 140  
Dorval, QC H9P 1E9  
Telephone: 844 413 3562

**Item 2. Date of Material Change**

May 7, 2018.

**Item 3. News Release**

The press release dated May 8, 2018 was forwarded to the British Columbia Securities Commission, the Alberta Securities Commission, the Ontario Securities Commission via SEDAR and disseminated via Newswire.

**Item 4. Summary of Material Change**

On May 7 2018, Delma Real Estate Corporation, a wholly owned subsidiary of The Delma Group Inc. announced the acquisition of 100% of the issued and outstanding shares of Lupa Investments Inc., a real estate holding company.

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

Please see the attached press release.

**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**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report.

Henri Petit  
Director and Secretary of the Company  
Hpetit@ghp.ca

**Item 9. Date of Report**

SIGNED at Montreal, Quebec, this 8<sup>th</sup> day of May, 2018.

*“Henri Petit”*

---

Henri Petit  
Secretary and Director



**Press Release  
For Immediate Broadcast**

**DELMA Group acquires Lupa Investments Inc.**

**Montréal, May 7, 2018** – Delma Real Estate Corporation (“**DREC**”), a wholly owned subsidiary of The Delma Group Inc. (CSE:DLMA) (“**Delma**”) is proud to announce its acquisition of Lupa Investments Inc. (“**Lupa**”), a real estate holding company counting four (4) buildings and properties located in Montreal and Longueuil, comprising two (2) industrial multi-tenant buildings totaling 41,000 sq. ft. and one (1) commercial multi-tenant building totaling 24,500 sq. ft., including a potential for development.

The purchase price of the acquisition was paid by the issuance of 3,803,339 class A preferred shares in the capital of DREC (the “**DREC shares**”) to the shareholders of Lupa (collectively, the “**Sellers**”). Following this acquisition, Delma purchased the DREC shares held by the Sellers in consideration of the issuance of 633,890 class A common shares in the capital of the Delma at a price of \$6.00 per share. No brokers’ fee was paid in connection with this acquisition.

On the island of Montréal, the properties include 1221-1225 rue St.-Jean-Baptiste in Pointe-aux-Trembles, incorporating a Canada Post Office (16,730 building sq. ft.). The property at 9700 Boul. St. Laurent, corner Port-Royal, will be redeveloped as an 8-storey mixed-use multi-residential building with mezzanine and approximately 10,000 square feet of commercial ground floor space, complete with underground parking for both commercial and residential tenants.

475-489 Le Breton and 505-531 Le Breton, Longueuil on the South Shore of Montréal, are multi-tenant industrial properties built and renovated in 2006, respectively, with a cumulative 41,200 sq. ft. of building space and 14 industrial bays. Launched in 1996, LUPA Investments Inc. is a full-fledged real estate development and management company with expertise in industrial, commercial as well as residential investment property.

Delma Group’s President, Mr. François Castonguay, a veteran corporate leader who until recently was CEO and President of Uniprix, a leading Canadian pharmaceutical and retail company in Canada, stated that “Lupa Investments is a respected stakeholder in local real estate, and Delma is delighted to acquire these four properties, which will help us contribute to the development of the Montreal real estate profile and future.”

## **About The Delma Group Inc.**

The Delma Group Inc. is a Montreal-based real estate company specializing in the development, acquisition and operation of real estate assets in Canada, the United States and Europe, and whose leaders have three decade of experience in these areas. The Delma Group offers an agile and efficient investment platform aimed at maximizing returns while mitigating risks, and offers vertically and horizontally integrated services through its subsidiaries Delma Real Estate Corporation, Delma Hospitality Corporation and Delma Management Services Corporation. The Delma Group Inc. has been listed on the Canadian Securities Exchange since March 2018 (CSE:DLMA). For more information, please visit [www.delma.ca](http://www.delma.ca).

For more information, please visit [www.delma.ca](http://www.delma.ca) . CSE: DLMA

### **Source: Delma Group**

**Information:** Ms. Valérie Gonzalo  
AGO Communications  
514-626-6976  
[valerie@agocom.ca](mailto:valerie@agocom.ca)