

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

BluKnight Aquafarms Inc. (the "Company")
Suite 1128– 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2 Date of Material Change

August 31, 2017

Item 3 News Release

The news release was disseminated on **September 1, 2017** by way of the facilities of **Stockwatch and Market News**. Copies were also filed on SEDAR with the applicable Securities Commissions.

Item 4 Summary of Material Change

The Company announced it changed its auditor.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the board of directors of the Company has appointed Adam Sung Kim Ltd., Chartered Professional Accountants as the Company's new auditor, replacing Charlton & Company, Chartered Professional Accountants. The Company has filed a Notice of Change of Auditors in respect of this change under its profile on SEDAR at www.sedar.com

5.2 Disclosure for Restructuring Transactions

Not applicable.

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 senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Eugene Beukman
Director

Business Telephone: 604-687-2038

Item 9 Date of Report

September 1, 2017