

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Blue Aqua Holdings Ltd. (the "Company")
372 – 1917 West 4th Avenue
Vancouver, BC V6J 1M7

Item 2. Date of Material Change

October 31, 2018

Item 3. News Release

A news release relating to the material changes described herein was not disseminated.

Item 4. Summary of Material Change

On October 31, 2018, the Company entered into an agreement with The Orley Group Pty Ltd. ("Orley"), an Australian company, and the shareholders of Orley, for the acquisition of a 51% interest in Orley, for a total purchase price of AUS\$996,600, paid with the issuance of a promissory note to Orley.

In connection with the acquisition, the Company also entered into loan assignment agreement with an existing creditor of Orley, pursuant to which it took the assignment of a loan agreement between Orley and the creditor in the amount of AUS\$100,000, together with all related security interests and agreements. The consideration for the assignment of the loan agreement and underlying debt was CDN\$95,000 which has been paid by the Company to the creditor.

Item 5. Full Description of Material Change

On October 31, 2018, the Company entered into an agreement (the "Subscription Agreement") with Orley, an Australian company, and the shareholders of Orley, for the acquisition of a 51% interest in Orley, for a total purchase price of AUS\$996,600, paid with the issuance of a promissory note (the "Promissory Note") to Orley. Concurrently, the Company also entered into a shareholders agreement with Orley and the shareholders of Orley in regards to their respective rights and obligations as shareholders of Orley (the "Shareholders Agreement").

Orley is a recently established company that has been founded to grow, produce and manage hemp seeds and stems for the Australian market as well as other Pacific Rim and Asian countries. The founder of Orley had contributed certain hard assets to Orley, as well as additional tangible and intellectual property/intangible assets to Orley, including developing certain planting/growing/management techniques and methods.

The Promissory Note shall be due and payable on the maturity date (the “Maturity Date”) which shall be the earlier of: (i) the listing of the common shares of the Company for trading on the Canadian Securities Exchange (the “CSE”); and (ii) the date that is six months from the issuance of the Promissory Note. In the event that such listing on the CSE does not occur by the six month date, the Orley shares held by the Company shall be transferred back to Orley for the sum of AUS\$1.00 and upon such return the Promissory Note shall be considered cancelled and terminated. The outstanding principal amount of the Promissory Note shall bear interest at a rate of four percent (4%) per annum.

In connection with the acquisition, the Company also entered into loan assignment agreement (the “Assignment Agreement”) with an existing creditor of Orley, pursuant to which it took the assignment of a prior loan agreement between Orley and the creditor in the amount of AUS\$100,000, together with all related security interests and agreements. The consideration for the assignment of the loan agreement and acquisition of the debt was CDN\$95,000, which has been paid by the Company to the creditor. The loan is payable on demand, bears interest at 4% per annum, and is secured pursuant to a general security deed provided by Orley.

The Subscription Agreement, Shareholders Agreement and Assignment Agreement also contain customary representations, warranties, covenants and indemnities.

Copies of the Assignment Agreement, the Subscription Agreement, and Shareholders Agreement are available under the Company's profile on SEDAR at www.sedar.com.

Item 6. Disclosure for Restructuring Transactions

Not applicable.

Item 7. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

No information has been omitted in this material change report on the basis that it is confidential information.

Item 8.

Omitted Information

Not Applicable.

Item 9. Executive Officer

Further information relating to the Company may be found on www.sedar.com or by contacting Carl Chow, Chief Executive Officer, at 604-306-0033.

Item 10. Date of Report

DATED November 6, 2018.