FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. <u>Name and Address of Corporation</u>

Indiva Limited (formerly Rainmaker Resources Ltd., the "**Company**")
340 Gilmour Street, Suite 400
Ottawa, ON
K2P 0R3

Item 2. <u>Date of Material Change</u>

December 13, 2017

Item 3. <u>News Release</u>

A news release with respect to the material change referred to in this report was issued by the Corporation and disseminated on December 15, 2017 through Marketwired and filed under the Corporation's profile on SEDAR at www.sedar.com.

Item 4. <u>Summary of Material Change</u>

The Company closed its previously announced acquisition of 100% of the issued and outstanding securities of Indiva Corporation ("**Indiva**") by way of a "three-cornered" statutory amalgamation of Indiva and a wholly-owned subsidiary of the Company (the "**Acquisition**"). The Company will carry on the medical cannabis business of Indiva following completion of the Acquisition.

In connection with the closing of the Acquisition, the net proceeds of the Company's previously announced private placement in support of the Acquisition (the "**Offering**") have been released to the Company from escrow. Immediately prior to the closing of the Acquisition, the Company completed a consolidation of its common shares (the "**Consolidation**") on the basis of 10.878 pre-Consolidation common shares to one (1) post-Consolidation common share (each post-Consolidation common share, a "**Common Share**"), changed its name from "Rainmaker Resources Ltd." to "Indiva Limited", and continued under the *Business Corporations Act* (Ontario) in the Province of Ontario.

The Company issued 43,540,000 Common Shares to the holders of securities of Indiva at an ascribed price of $0.75 per Common Share, for aggregate consideration of $32,655,000.

The Acquisition constitutes a Reverse Takeover and Change of Business within the meaning of the TSX Venture Exchange ("**TSXV**") policies.

Item 5. <u>Full Description of Material Change</u>

Completion of Acquisition

Pursuant to an acquisition agreement dated November 28, 2017, the Company acquired 100% of the issued and outstanding securities of Indiva for an aggregate purchase price of $32,655,000, satisfied through the issuance of 43,540,000 Common Shares at an ascribed value of $0.75, after giving effect to the Consolidation.

In connection with the completion of the Acquisition, the Company changed its name from "Rainmaker Resources Ltd." to "Indiva Limited", as the Company will carry on the medical cannabis business of Indiva. Immediately prior to closing of the Acquisition, Rainmaker consolidated its issued and outstanding common shares on a 10.878 to one basis (10.878:1).

In connection with the completion of the Acquisition, Rainmaker continued under the *Business Corporations Act* (Ontario) in the Province of Ontario.

Release of Escrowed Funds and Conversion of Subscription Receipts

Pursuant to an agency agreement dated August 28, 2017 (the "**Agency Agreement**"), among the Company, Indiva and Sunel Securities Inc. (the "**Agent**"), the Agent agreed to act as exclusive agent to the Company to arrange for the sale of up to 20,000,000 subscription receipts (each, a "**Subscription Receip**t") for aggregate gross proceeds of up to $15,000,000 on a "best efforts" private placement basis. 16,073,085 Subscription Receipts were issued under the Offering for aggregate gross proceeds of $12,054,813.75.

Each Subscription Receipt has been automatically exchanged, without any further action by the holder thereof and for no additional consideration, for one unit (a "**Unit**") of the Company. Each Unit consists of one Common Share and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one Common Share (a "**Warrant Share**") for an exercise price of $0.90 per Warrant Share for a period of 24 months from the issuance of such Warrant.

Following the satisfaction of certain conditions precedent, proceeds of the Offering, less the Agent's commission and certain expenses, have been delivered to the Company pursuant to an amended and restated subscription receipt agreement among the Company, Computershare Trust Company of Canada, the Agent, and Indiva dated November 2, 2017.

The Agent received a cash commission of $315,000 and 420,000 broker warrants ("**Broker Warrants**") that entitle the Agent to acquire one Common Share at a price of $0.75 as commission for $7,500,000 of the proceeds of the Offering. The Agent received a cash commission of 7% of the gross proceeds and Broker Warrants equal to 7% of the Subscription Receipts issued on the proceeds of the Offering above $7,500,000.

Release of Escrowed Funds under Convertible Debenture Financing

The Offering was completed concurrently with the offering (the "**Convertible Debenture Financing**") of 10% senior convertible debentures ("**Convertible Debentures**") of Indiva at a price of Cdn. $1,000 per Convertible Debenture for aggregate gross proceeds of $7,500,000 (the "**Escrowed Debenture Proceeds**"). Concurrently with the release of the gross proceeds of the Offering, the Escrowed Debenture Proceeds have been delivered to the Company.

Additionally, the Company closed a second tranche of the Convertible Debenture Financing, issuing additional Convertible Debentures in the principal amount of $3,500,000.

The Convertible Debentures were issued pursuant to an agency agreement among Indiva and PI Financial Corp. ("**PI**") dated November 3, 2017 (the "**Debt Agency Agreement**"). Pursuant to the terms of the Debt Agency Agreement, PI received a cash commission and Broker Warrants equal to 7% of the gross proceeds of the Convertible Debenture Financing.

Board of Directors

The board of directors of the Company will initially consist of Niel Marotta, Koby Smutylo, Andre Lafleche, John Marotta and Hugh Hamish Sutherland. The Company also announced the appointment of Mr. James Yersh to the Board of Directors.

Escrowed Securities

18,108,000 Common Shares of the Company are subject to a TSXV Tier 1 Value Security Escrow Agreement.

Listing

The Company has obtained final approval to list its common shares on the TSXV as a Tier 1 Industrial or Life Sciences Issuer. The common shares are expected to begin trading on the TSXV at the opening of markets on or about December 19, 2017 under the symbol "NDVA".

Item 5.2 Disclosure of Restructuring Transactions

Not applicable.

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

For further information, please contact:

Niel Marotta, CEO
Phone: 613-883-8541
Email: Niel@INDIVA.ca

Item 9. Date of Report

December 15, 2017