FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Sumtra Diversified Inc.
251 Babe's Way
Stouffville, Ontario L4A 0K4

2. Date of Material Change

January 10, 2018

3. News Release

A news release announcing the material change was disseminated through GlobeNewswire on January 10, 2018.

4. Summary of Material Change

Sumtra Diversified Inc. ("**Sumtra**" or the "**Company**") announced that they had entered into a letter of intent with MJardin Group (“**MJardin**”) relating to a reverse takeover transaction.

5. Full Description of Material Change

Sumtra announced that it has entered into a binding letter of intent to acquire a 100% interest in MJardin in a business combination transaction (the "**Transaction**") that would constitute a reverse take-over and change of control of the Company. The final structure of the Transaction will be determined by Sumtra and MJardin to accommodate tax considerations, accounting treatments and applicable legal and regulatory requirements.

Upon completion of the Transaction, the combined entity will continue to carry on the business of MJardin. The closing of the Transaction is subject to the execution of definitive documentation, the completion of due diligence, and the receipt of all necessary regulatory, shareholder and third party consents and approvals. The Transaction is expected to close in or around April 2018.

About MJardin Group

MJardin is a highly specialized professional operating company that operates more licensed cultivation, processing and retail cannabis facilities than any other party in the sector throughout North America. MJardin provides turnkey cannabis cultivation, processing and distribution solutions including licensure support, facility design, systems implementation, facility ramp-up and the day-to-day operational management required in a large-scale, professionally managed cannabis facility. MJardin is headquartered in Denver, Colorado with an additional office in Toronto, Ontario. For more information, please visit MJardin.com.

Further Information

Sumtra and MJardin will provide further details in respect of the Transaction including a summary of material terms thereof once definitive agreements have been entered into. Trading in the Sumtra Shares has been halted pursuant to the policies of the TSXV and the Company expects that trading will remain halted pending the completion of the Transaction. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.

No stock exchange has in any way passed upon the merits of the Transaction or approved or disapproved the contents of this press release.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

7. Omitted Information

No information has been omitted on the basis that it is confidential information.

8. Executive Officer

For further information, please contact Robert G. Shoniker, President at 416 863-6096 or bshoniker@couragecapital.com.

9. Date of Report

January 23, 2018