FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

MJardin Group, Inc. ("**MJardin**" or the "**Company**")
801 - 1 Toronto Street
Toronto, ON, M5C 2V6

2. Date of Material Change

November 13, 2018

3. News Release

A news release regarding the material change was disseminated by the Company over Business Wire on November 13, 2018.

A copy of the news release has been filed on SEDAR and is available under the Company's profile at www.sedar.com.

4. Summary of Material Change

On November 13, 2018, the Company completed its previously announced business combination (the "**Business Combination**") that resulted in the reverse take-over of the Company by the securityholders of MJAR Holdings Corp ("**Holdings**"). The Business Combination was completed pursuant to the terms of the merger agreement and plan of reorganization dated September 7, 2018 and an amendment thereof, (the "**Agreement**") entered into by the Company, formerly Sumtra Diversified Inc. ("**Sumtra**"), Sumtra Diversified (USA) Inc., formerly a Delaware corporation and a wholly-owned subsidiary of Sumtra ("**Subco**") and Holdings prior to its merger with Subco.

5. Full Description of Material Change

On November 13, 2018, the Company completed its previously announced Business Combination with Holdings that resulted in the reverse take-over of the Company by the securityholders of Holdings.

At the Company's annual general and special meeting of shareholders held on November 8, 2018, the shareholders approved all of the resolutions in connection with the Business Combination. In connection with the Business Combination, the Company changed its name from "Sumtra Diversified Inc." to "MJardin Group, Inc.", and restructured its existing share capital to consolidate its common shares (the "**Common Shares**") at a ratio of 31.5 pre-consolidation Common Shares to 1 post-consolidation Common Share and to create a class of proportionate voting shares ("**Proportionate Voting Shares**") and a class of preferred shares.

A Proportionate Voting Share is convertible at any time at the option of the holder thereof into 1,000 Common Shares subject to certain restrictions as described in the articles of amendment of the Company dated November 13, 2018.

Immediately prior to the Business Combination, Holdings completed a brokered and a non-brokered subscription receipt financing at a price of C$12.00 per subscription receipt for aggregate gross proceeds of approximately C$26,014,680 (the "**Financing**"). Upon satisfaction of certain escrow release conditions under the Financing, each subscription receipt issued pursuant thereto was exchanged or automatically converted into a common share of Holdings (a “**Holdings Share**”). The brokered portion of the Financing was conducted by Canccord Genuity Corp., KES 7 Capital Inc. and Cormark Securities Inc.

As part of the Business Combination, among other things: (i) Holdings merged with Subco, with Holdings continuing as the post-amalgamated entity; (ii) each issued and outstanding common share issued in the capital of Holdings (a “**Holdings Share**”) was automatically converted into Common Shares or Proportionate Voting Shares (on a 1000:1 basis); and (iii) as consideration for the issuance of Common Shares and Proportionate Voting Shares, Holdings issued to the Company one Common Share for each Holdings Share converted into either a Common Shares or a Proportionate Voting Share.

After completion of the Business Combination, a total of 34,335,820 Common Shares and 11,821.850 Proportionate Voting Shares were issued and outstanding.

The Common Shares began trading on the Canadian Securities Exchange on November 15, 2018 under the symbol "MJAR".

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The officer who is knowledgeable about the material change and this report is:

Francis Knuettel II
Chief Financial Officer
(303) 718-3108

9. Date of Report

November 23, 2018