

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

MJardin Group Inc. ("MJardin" or the "Company")
1 Toronto Street, Suite 801
Toronto, Ontario M5C 2V6

2. Date of Material Change

December 31, 2019.

3. News Release

A press release was disseminated through the facilities of a recognized newswire service and filed on SEDAR on January 2, 2020 announcing the material change.

4. Summary of Material Change

On January 2, 2020 the Company announced that it had entered into a definitive agreement with Harvest DCP of Nevada, Cheyenne Holdings LLC, a division of Harvest Health and Recreation Inc. ("Harvest") to sell to Harvest all of the Company's interest in GreenMart of Nevada LLC, which possesses a Nevada Marijuana Cultivation Facility License and operates the cultivation facility at 5421 E. Cheyenne, Nevada, for total consideration of US\$35 million in cash, comprised of US\$30 million on December 31, 2019, plus US\$5 million upon license transfer (the "Transaction"), subject to regulatory approvals.

5.1 Full Description of Material Change

On January 2, 2020 the Company announced that it had entered into a definitive agreement dated December 31, 2019 with Harvest DCP of Nevada, Cheyenne Holdings LLC, a division of Harvest Health and Recreation Inc. ("Harvest") to sell to Harvest all of the Company's interest in GreenMart of Nevada LLC, which possesses a Nevada Marijuana Cultivation Facility License and operates the cultivation facility at 5421 E. Cheyenne, Nevada, for total consideration of US\$35 million in cash, comprised of US\$30 million on December 31, 2019, plus US\$5 million upon license transfer (the "Transaction"), subject to regulatory approvals. The Company will use the proceeds of the Transaction to reduce its debt obligations and for working capital requirements for its 2020 plan.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For further information, please contact Edward Jonasson, Chief Financial Officer of MJardin at 416-309-2077.

9. Date of Report

January 10, 2020.