

**Form 51-102F3
Material Change Report**

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

November 24, 2020

Item 3 News Release

The press release attached as Schedule “A” was disseminated through Globe Newswire on November 24, 2020 with respect to the material change.

Item 4 Summary of Material Change

On November 24, 2020, the Company announced that it had terminated certain management services agreements and consulting agreements (“**MSAs**”) with parties located in Denver, Colorado. Among the terminated agreements were the MSAs between the Company and 3B Ventures, LLC and TwoG Ventures, LLC. Following this announcement and the disclosure contained in the Company’s press release dated March 31, 2020, the Company will no longer have any active MSAs in Colorado.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached press release.

5.2 Disclosure for 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

The following executive officer is knowledgeable about the material change and may be contacted about this report:

Edward Jonasson
Chief Financial Officer
1-416-309-1077

Item 9 Date of Report

November 27, 2020

Schedule “A”



MJardin Provides U.S. Operations Update

TORONTO and DENVER, Nov. 24, 2020 --

MJardin Group, Inc. ("**MJardin**" or the "**Company**") (CSE: MJAR) (OTCQX: MJARF), a leader in premium cannabis production, announced today that as part of its ongoing review, evaluation and turnaround process, it has terminated certain management services agreements and consulting agreements ("**MSAs**") with parties located in Denver, Colorado, effective immediately.

Following this announcement and the disclosure contained in the Company's press release dated March 31, 2020, the Company will no longer have any active MSAs in Colorado.

The MSAs between the Company and 3B Ventures, LLC and TwoG Ventures, LLC, (together, the "**Clients**") will be terminated, on the consent of the parties, effective immediately. The termination of the MSAs with the Clients will not affect the promissory notes, intellectual property agreements and lease obligations currently in place between the Clients and MJardin.

Termination of the MSAs will substantially reduce U.S. segment revenues and ongoing management obligations, thus reducing costs, which will place fewer cash flow demands on MJardin. The Company remains committed to exploring growth opportunities in the Colorado market while maintaining strict discipline in its approach to capital deployment.

About MJardin Group

MJardin Group's mission is to set the standard for successful ownership of assets in the cannabis industry. Our founders spent a decade refining cultivation methodology, collecting and implementing data driven standards and designing state of the art facilities. Today, MJardin owns multiple operations in Canada, supplying the market with premium products. We are committed to our Canadian First Nation joint ventures and all our strategic partnerships across the cannabis supply chain. MJardin is publicly listed on the CSE (MJAR) and the QXOTC (MJARF) with offices in Toronto, Ontario and Denver, Colorado.

The CSE has not in any way passed upon the merits of and has neither approved nor disapproved the contents of this news release.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as, 'may', 'will', 'should', 'could', 'would', 'expects', 'intends', 'plans', 'anticipates', 'believes', 'estimates', 'projects', 'predicts', 'potential', 'outlook' or 'continue' or the negative of those forms or other comparable terms. Statements about, among other things, future developments in the business and operations of MJardin, contain forward-looking information. These statements should not be read as guarantees of future performance or results. The Company's forward-looking information and forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information and forward-looking statements, including but not limited to: our ability to identify and pursue growth, financing and other strategic objectives, and the regulatory and economic environments in the jurisdictions we operate or intend to operate or invest in. Reference should also be made to the risks and uncertainties which are discussed in greater detail in the "Risk Factors" section of the Company's Annual Management's Discussion and Analysis filed on SEDAR and as described from time to time in documents filed by the Company with Canadian securities regulatory authorities. Readers are cautioned that the foregoing list of factors is not exhaustive. Although such statements are based on management's reasonable assumptions at the date such statements are made, there can be no assurance that any proposed transactions will occur or that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information and forward-looking statements. Accordingly, readers should not place undue reliance on the forward-looking information and forward-looking statements. No assurances are given as to the future trading price or trading volumes of MJardin's shares, nor as to the Company's financial performance in future financial periods. The Company does not intend to update any of these factors or to publicly announce the result of any revisions to any of the Company's forward-looking information and forward-looking statements contained herein, whether as a result of new information, any future event or otherwise. Except as otherwise indicated, this press release speaks as of the date hereof. The distribution of this press

release does not imply that there has been no change in the affairs of the Company after the date hereof or create any duty or commitment to update or supplement any information provided in this press release or otherwise. MJardin assumes no responsibility to update or revise forward-looking information and forward-looking statements to reflect new events or circumstances unless required by applicable law.

Caution Regarding Cannabis Operations in the United States

Investors should note that there are significant legal restrictions and regulations that govern the cannabis industry in the United States. Cannabis remains a Schedule I drug under the US Controlled Substances Act, making it illegal under federal law in the United States to, among other things, cultivate, distribute or possess cannabis in the United States. Financial transactions involving proceeds generated by, or intended to promote, cannabis-related business activities in the United States may form the basis for prosecution under applicable US federal money laundering legislation.

While the approach to enforcement of such laws by the federal government in the United States has trended toward non-enforcement against individuals and businesses that comply with medical or adult-use cannabis programs in states where such programs are legal, strict compliance with state laws with respect to cannabis will neither absolve the Company of liability under US federal law, nor will it provide a defense to any federal proceeding which may be brought against the Company. The enforcement of federal laws in the United States is a significant risk to the business of the Company and any proceedings brought against the Company thereunder may adversely affect the Company's operations and financial performance.

INVESTOR CONTACT:

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