Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Park Lawn Company Limited
57 Linelle Street
Toronto, Ontario
M2N 2J4 (the "**Company**")

Item 2 Date of Material Change

November 1, 2015

Item 3 News Release

The news release was disseminated on **November 1, 2015** by way of the facilities of **Canada News Wire**. Copies were also forwarded to the British Columbia Securities Commission, Alberta Securities Commission and the Ontario Securities Commission via SEDAR.

Item 4 Summary of Material Change

The Company announced that it has entered into a binding agreement with Mattamy Development Corporation ("Mattamy").

Item 5 Full Description of Material Change

The parties have entered into a joint venture agreement for the development of the Company's property at 57 Linelle Street, Toronto. Mattamy will acquire an 80% interest in the land at a price of $8,200,000. $1,640,000 is to be paid on signing, $820,000 is to be paid on closing, 60 days after signing, and $820,000 is to be paid 180 days after signing.

The Company will hold a Vendor take back mortgage in the amount of $4,920,000, which is interest-free for 18 months and thereafter bears interest at the rate of 4.8 % per annum. The term of the mortgage is 48 months from closing and is guaranteed by Mattamy Group Corporation. The Company will retain a 20% interest in the land and has entered into a co-ownership agreement with Mattamy. The co-owners agreement contemplates the development of the land for low rise residential development. Under this agreement Mattamy will be responsible for managing the development of the property, the sale, site servicing and construction of the units. The Company and Mattamy will receive profits from the development to be shared 20% to the Company and 80% to Mattamy. In addition, Park Lawn expects to receive the balance of the land value. Park Lawn could receive total income, including land payments, interest and profit, of approximately $8.7 million to over $11 million.

Item 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

Frank Mills, President
Business Telephone: 647-933-9079 Ext. 1 Facsimile: 416-512-6076

Item 9 Date of Report

November **6**, 2015