FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Family Memorials Inc. (the "Corporation")
601 Squier St.
Thunder Bay, Ontario, P7B 4A7

Item 2 Date of Material Change

February 9, 2018

Item 3 News Release

The Corporation issued its press release on February 9, 2018 through the facilities of Filing Services Canada Inc.

Item 4 Summary of Material Change

The Corporation has closed its amalgamation with 1142431 B.C. Ltd., a company owned directly by Scott C. Kellaway to form an amalgamated company ("**Amalco**"). As a result of the amalgamation, Amalco will be a private company and Thunder River Enterprises Inc., a party to the amalgamation agreement, will be a "reporting issuer" under applicable securities laws.

Item 5 Full Description of Material Change

See the attached copy of the Press Release of the Corporation dated February 9, 2018.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

n/a

Item 7 Omitted Information

n/a

Item 8 Executive Officer

To obtain further information, contact Scott C. Kellaway, President of the Corporation at (807) 577-6463

Item 9 Date of Report

February 14, 2018

FAMILY MEMORIALS ANNOUNCES CLOSING OF GOING PRIVATE TRANSACTION

Thunder Bay, Ontario – February 9, 2018 **-** Family Memorials Inc. (TSXV-FAM) (the "**Amalco**") announces that Family Memorials Inc. ("Family Memorials") (TSX-V.FAM) has closed the previously announced amalgamation with 1142431 B.C. Ltd. (the "Amalgamation") to form Amalco, which will continue under the name Family Memorials Inc.

Under the terms of the Amalgamation, Scott C. Kellaway (the "Acquiror") received common shares of Amalco and the shareholders of Family Memorials (the "Public Shareholders"), other than the Acquiror, received Class A preferred shares of Amalco which in turn were immediately exchanged for common shares of Thunder River Enterprises Inc. ("Thunder River") on the basis of one Thunder River common share for one Amalco Class A preferred share. As a result of the Amalgamation, Amalco will be a private company owned solely by the Acquiror and the common shares of Thunder River, becomes a "reporting issuer" under applicable securities laws, and is owned by the former Public Shareholders of the Family Memorials.

As a condition of the privatization, Family Memorials redeemed convertible secured debentures in the principal amount of $4,397,000 by payment of $3,398,000 in full satisfaction of all liabilities under the debentures.

Amalco has received confirmation from the TSX Venture Exchange (the "Exchange") that effective at the close of business on Thursday, February 15, 2018, the common shares of Family Memorials will be delisted from the Exchange. Amalco will concurrently make an application to the Canadian securities regulatory authorities for an order that Amalco, which became a reporting issuer by virtue of the Amalgamation, will no longer be a reporting issuer under applicable Canadian securities laws.

The Amalgamation is more fully described in the management information circular of Family Memorials dated December 15, 2017 which is available on Family Memorial's SEDAR profile at www.sedar.com.

For information, please contact:

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