

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company:

Zidane Capital Corp. (the “Corporation”)
Suite 605 - 889 West Pender Street
Vancouver, British Columbia, V6C 3B2

ITEM 2 Date of Material Change:

December 16, 2015

ITEM 3 News Release:

The Corporation issued a press release on December 16, 2015, through the Newswire.

ITEM 4 Summary of Material Change:

The Corporation announces details on a proposed qualifying transaction.

ITEM 5.1 Full Description of Material Change:

December 16, 2015 – Vancouver, British Columbia – Zidane Capital Corp. (“**Zidane**”) (TSXV: ZZE.H) is pleased to announce that it has entered into a letter agreement (the “**Letter Agreement**”) dated November 26, 2015 with HydRx Farms Ltd. (“**HydRx**”) and Precursor Capital Corp. (“**Precursor**”) that outlines the general terms and conditions pursuant to which Zidane, HydRx and Precursor propose to complete a business combination transaction (the “**Transaction**”) that will result in a reverse take-over of Zidane by the shareholders of HydRx and Precursor.

About HydRx

HydRx is a private company existing under the laws of Canada with a goal to be a leader in the Canadian medical marihuana industry. HydRx has applied to Health Canada to obtain a license under the *Medical Marihuana Purposes Regulations* (“**MMPR**”) and is planning to request Health Canada to conduct a pre-licensing inspection as early as possible in Q1 2016. Once licensed, HydRx intends to immediately begin production of multiple strains of hydroponically grown high quality medical cannabis in its wholly owned 44,000 sq. ft. industrial production facility in Whitby, Ontario, approximately 60 KM from downtown Toronto. HydRx has the capacity to produce 4,500KG of medical marihuana per year in its existing facilities. In addition to its cannabis growing operations, HydRx has an on site analytical chemistry and bio laboratory and an incinerator for destruction of pharmaceutical waste products. HydRx is controlled by Trevor Folk and Thomas Jefferd. On the closing of the Transaction, HydRx will be classified as an Industrial Issuer.

As of the date hereof, HydRx has 4,501,377 common shares (“**HydRx Shares**”) issued and outstanding and 5,066,000 Series 1 Preferred Shares (“**HydRx Preferred Shares**”) issued and outstanding. Each HydRx Preferred Share automatically converts into one HydRx Share without any additional consideration upon the earlier of the date (i) Health Canada issues the MMPR License; and (ii) HydRx becomes a publicly traded company.

HydRx has 5,066,000 warrants outstanding, with each warrant entitling the holder to subscribe for one HydRx Share at a price per share of \$1.50 for a period that ends 48 months following the issuance of the MMPR License. In addition, HydRx has 341,003 broker warrants outstanding, with each broker warrant entitling the holder to acquire one HydRx Share at a price of \$1.50 for a period ending 24 months after HydRx becomes a publicly listed company.

HydRx also has \$1,000,000 convertible debentures (the “**Debentures**”) issued and outstanding. The Debentures automatically convert into units (“**Units**”) of HydRx at a price per Unit of \$1.00 upon the issuance of the MMPR License. Each Unit consists of one HydRx Preferred Share and one full warrant (the “**Debenture Warrant**”). Each full Debenture Warrant will be exercisable into one HydRx Share at a price of \$1.50 per share for a period of 48 months following the issuance of the MMPR License. A Debenture holder may at its option convert Debentures into Units at a price per Unit of \$0.75 if converted prior to the issuance of the MMPR License.

HydRx is currently undertaking a non-brokered private placement of up to 2,000,000 Preferred Share units (the “**Offering**”) at a minimum price of \$1 per unit. Each unit will consist of one Series 1 Preferred Share and one warrant (the “**Warrant**”).

About Precursor

Precursor is a private company existing under the laws of Canada. Precursor negotiated and arranged the private placement of the HydRx Debentures, serves as the security agent for the Debentures and proposed the Transaction. As of the date hereof, Precursor has 863,905 common shares issued and outstanding and no securities exercisable or exchangeable for, or convertible into, or other rights to acquire any additional Precursor shares.

About Zidane

Zidane is a company existing under the laws of British Columbia, a reporting issuer in British Columbia and Alberta, and a capital pool company listed on the NEX board of the TSX Venture Exchange (the “**TSXV**”). The Transaction will constitute Zidane’s “Qualifying Transaction” as defined in the policies of the TSXV. As of the date hereof, Zidane has 2,139,052 common shares issued and outstanding and securities exercisable to acquire, an aggregate of 311,500 common shares at an exercise price of \$0.20 per share.

Conditions of Transaction

The Transaction is subject to, in addition to customary closing conditions, the following:

- HydRx receiving a producer’s license from Health Canada under the Marijuana for Medical Purposes Regulations (the “**MMPR License**”);
- the approval of the Transaction by the TSXV;
- the consolidation (the “**Zidane Consolidation**”) of Zidane’s existing common shares at a ratio of one new common share of Zidane (each a “**New Zidane Share**”) for every two and one half existing Zidane common shares;
- HydRx, Precursor and Zidane entering into an amalgamation agreement (the “**Definitive Agreement**”) to supersede the Letter Agreement; and
- HydRx, Precursor and Zidane obtaining the requisite approvals of their shareholders for the Transaction and any ancillary matters contemplated in the Definitive Agreement.

Terms of the Transaction

Zidane proposes to acquire all of the HydRx Shares and Precursor common shares by way of a three-cornered amalgamation pursuant to the terms of a Definitive Agreement following, and subject to, the issuance of the MMPR License and satisfaction of the other closing conditions. Pursuant to the Transaction, Zidane, HydRx and Precursor will amalgamate and the security-holders of HydRx and Precursor will become security-holders of Zidane.

The shareholders of HydRx will receive one New Zidane Share (on a post-consolidation basis) in exchange for each HydRx Share (on an as converted basis – i.e., assuming the conversion of all of the Preferred Shares, including those to be issued in the Offering, and the conversion of all of the Debentures). The shareholders of Precursor will receive one New Zidane Share (on a post-consolidation basis) in exchange for each Precursor common share.

Zidane and HydRx may be required to pay termination fees in certain circumstances should the Transaction not be completed.

Financial Position of the Parties

Immediately prior to the completion of the Transaction, both Zidane and Precursor shall have no debts and positive net working capital. As at December 9, 2015, HydRx had total assets of \$5,805,348 and current assets of \$810,267 and total liabilities of \$2,021,30 and current liabilities of \$204,636 The foregoing financial information is not audited. Financial information for the parties will be provided in the information circular to be prepared in connection with the Transaction.

Pro Forma Capitalization of the Resulting Issuer

Upon completion of the Zidane Consolidation, Zidane will have 855,621 New Zidane Shares issued and outstanding and securities exercisable to acquire an aggregate of 124,600 New Zidane Shares at an exercise price of \$0.50 per share.

Upon completion of the Transaction, on a pro forma basis (assuming the entire Offering is placed and the conversion of all of the Preferred Shares and Debentures before the issuance of the MMPR License):

- the combined entity (the “**Resulting Issuer**”) would have a total of 14,620,236 common shares issued and outstanding;
- the current Zidane shareholders would hold approximately 5.85% of the common shares of the Resulting Issuer;
- Precursor shareholders would hold approximately 5.91% of the common shares of the Resulting Issuer;
- the HydRx security-holders would hold approximately 88.24% of the common shares of the Resulting Issuer; and
- all HydRx warrants exercisable into HydRx Shares will be exercisable into New Zidane Shares on the same terms and conditions.

Name Change

Upon completion of the Transaction, the Resulting Issuer will effect a name change to “**HydRx Farms Inc.**” or such other name approved by HydRx.

Shareholder Approvals and Related Party Disclosure

The amalgamation of HydRx and Precursor is subject to the approval of the security-holders of HydRx and Precursor. In addition, as Gary Floyd, Casper Bych and Raymond Fortier are shareholders of Precursor and also insiders of Zidane, the Transaction will be a non-arms length transaction and as such will be subject to the approval of the disinterested shareholder of Zidane.

Insiders, Officers and Board of Directors of the Resulting Issuer

Upon completion of the Transaction, it is anticipated that the board of directors of the Resulting Issuer shall be comprised of Trevor Folk, Casper Bych, and at least two additional directors appointed by

HydRx. In addition, it is expected that the officers of the Resulting Issuer shall be at least Trevor Folk (Chief Executive Officer) and Thomas Jefferd (Chief Operating Officer), with others to be named at a later date.

The following sets out the names and backgrounds of all persons who are expected to be considered insiders of the Resulting Issuer.

Trevor Folk, Executive Chairman, Chief Executive Officer and Director

Mr. Folk was previously Chief Executive Officer and Director of a Calgary based, Toronto Stock Exchange listed oil and gas company from founding in 2009, through IPO in 2011, to leaving in 2014 to co-found HydRx. Prior, Mr. Folk was President and Director of an Ontario Securities Commission registered Investment Fund Manager and Commodity Trading Manager.

Thomas Jefferd, Chief Operating Officer

Mr. Jefferd has 18 years' experience in the telecommunications sector for three of Canada's largest telecommunication companies. Mr. Jefferd has extensive experience with computer control systems and applications, electrical, automation, robotics, and security systems. Mr. Jefferd also brings many years of custom component fabrication from conceptual design using several Autodesk products through to machining and welding, which allows for a viable solution when off the shelf products are not available to meet specific needs. Mr. Jefferd has solid project management experience and team leadership skills which promotes team cohesion and ensures timely completion of project milestones.

Casper Bych, Director

Mr. Bych is the President and CEO of Mountainview Capital Corporation, a Vancouver based corporate finance boutique. Mountainview Capital raises funds for public companies, private cash flow companies and private companies in the process of going public. Mountainview Capital has acted for companies in the resource sector, energy and medical device sectors in North and South America. Mountainview Capital also provides financial advisory services in connection with project financings and acts as management consultant for companies in the process of going public or undergoing M&A transactions.

Prior to founding Mountainview Capital, Mr. Bych was a securities lawyer in Vancouver. His practice was primarily focused on the resource, healthcare and technology sector, where he took companies public and acted for publicly traded companies. Mr. Bych holds law degrees from University of Copenhagen and McGill University.

Sponsorship

Sponsorship of a qualifying transaction of a capital pool company is required by the TSXV unless exempt in accordance with TSXV policies. Zidane is currently reviewing the requirements for sponsorship and may apply for an exemption from the sponsorship requirements pursuant to the policies of the TSXV, however, there is no assurance that Zidane will ultimately obtain this exemption. Zidane intends to include any additional information regarding sponsorship in a subsequent press release.

Information Circular and Caution

Further details about the Transaction and the resulting issuer will be provided in the information circular to be prepared and filed in respect of the Transaction. Investors are cautioned that, except as disclosed in the information circular, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.

Trading in the Zidane Shares

Trading in Zidane Shares is halted and will remain halted pending the review of the proposed Transaction by the TSXV. There can be no assurance that trading in Zidane Shares will resume prior to the completion of the Transaction.

Further Information

All information contained in this news release with respect to Zidane, Precursor and HydRx was supplied by the parties respectively, for inclusion herein, and each party and its directors and officers have relied on the other party for any information concerning the other party.

For further information regarding the Transaction, please contact:

Casper Bych, Chief Executive Officer, Zidane Capital Corp.

Telephone: 604.417.6375

Email: casper@mvcap.ca

Trevor Folk, Chief Executive Officer, HydRx Farms Ltd.

Telephone: 289.482.1467

Email: tfolk@hydrx.ca

Completion of the transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and, if applicable, pursuant to the requirements of the TSXV, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative. Trading in Zidane shares is currently suspended and it is unlikely that the common shares of Zidane will resume trading until the Transaction is completed and approved by the TSXV.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain “forward-looking statements” under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to: the terms and conditions of the proposed Transaction; the terms and conditions of the proposed Offering; use of funds; and the business and operations of the Resulting Issuer after the proposed transaction. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive board, shareholder or regulatory approvals; and the results of current exploration and testing. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Zidane, Precursor and HydRx disclaim any intention or obligation to update or revise any forward-

looking statements, whether as a result of new information, future events or otherwise, except as required by law. -

ITEM 5.2 Disclosure for Restructuring Transactions:

Not applicable.

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

Not applicable.

ITEM 7 Omitted Information:

Not applicable.

ITEM 8 Executive Officer:

For further information, please contact Casper Bych, Chief Executive Officer, Chief Executive Officer and Director at (604) 417-6375.

ITEM 9 Date of Report:

Dated at Vancouver, British Columbia this 16th day of December 2015.