

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Emblem Corp. (the “**Corporation**”)
36 York Mills Road, Suite 500
Toronto, Ontario, Canada, M2P 2E9

2. Date of Material Change

September 11, 2018.

3. News Release

A news release dated September 12, 2018 was disseminated through the facilities of Marketwired and subsequently filed on the System for Electronic Document Analysis and Retrieval at www.sedar.com.

4. Summary of Material Change

On September 11, 2018, the Corporation, Emblem Cannabis Corporation (“**ECC**”) and Aphria Inc. (“**Aphria**”) entered into a five-year wholesale supply agreement (the “**Agreement**”). Pursuant to the terms of the Agreement, the Corporation will purchase an aggregate of up to 175,000 kg equivalents of cannabis product from Aphria over the course of the five-year term (the “**Term**”) subject to the opportunity for five year renewals.

5. Full Description of Material Change

5.1 Full Description of Material Change

On September 11, 2018, the Corporation, ECC and Aphria entered into the Agreement. Pursuant to the terms of the Agreement, the Corporation will purchase an aggregate of up to 175,000 kg equivalents of cannabis product from Aphria over the course of the Term, subject to the opportunity for five year renewals.

Pursuant to the terms of the Agreement:

- a) over the course of the Term, commencing May 2019, Aphria will supply ECC with up to 175,000 kg of equivalents of high quality dried cannabis flower and crude cannabis oil at preferred wholesale pricing; and
- b) the Corporation will pay Aphria an initial deposit of \$12,755,625 cash and 6,952,159 common shares – the issuance of such shares remaining subject to approval of the TSX Venture Exchange.

5.2 Disclosure for Restructuring Transaction

Not applicable

6. Disclosure for Restructuring Transaction

Not applicable.

7. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

8. Omitted Information

Not applicable.

9. Executive Officer

For additional information please contact Alex Stojanovic, Chief Financial Officer of the Corporation at (647) 748-9713.

10. Date of Report

September 21, 2018