

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Issuer:

Aurora Spine Corporation (the "**Company**")
1930 Palomar Point Way, Suite 103
Carlsbad, California, 92008

2. Date of Material Change:

February 6, 2020.

3. News Release:

The news release was issued and disseminated on February 7, 2020 and subsequently filed on SEDAR.

4. Summary of Material Change:

The Company announced that it has closed the final tranche of its non-brokered private placement offering (the "Offering"). Under the final tranche of the Offering, the Company issued 3,432,000 units (the "Units") at a price of CDN\$0.25 per Unit for aggregate gross proceeds of approximately CDN\$858,000. The aggregate proceeds under the Offering were CDN\$2,233,000.

5. 5.1 – Full Description of Material Change:

Each Unit is comprised of one common share of the Company and one half one common share purchase warrant of the Company. Each whole warrant is exercisable at a price of CDN\$0.45 per common share for a period of 36 months following the date of issuance. The Company will pay aggregate finder's fees of CDN\$12,000 to compensate finders who introduced purchasers under the second tranche of the Offering.

The net proceeds of the Offering will be used for working capital and general corporate purposes.

Mr. Rosenkrantz, a director of the Company purchased or acquired direction and control over a total of CDN\$394,750 worth of Units under the Offering. Participation by Mr. Rosenkrantz constitutes a related party transaction as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The issuance of Securities to the related party is exempt from the formal valuation requirements of Section 5.4 of MI 61-101 pursuant to Subsection 5.5(a) of MI 61-101 and exempt from the minority shareholder approval requirements of Section 5.6 of MI 61-101 pursuant to Subsection 5.7(1)(a) of MI 61-101. The Company did not file a material change report 21 days prior to the closing of the Offering as the details of the participation of insiders of the Company had not been confirmed at that time.

6. Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

No significant facts remain confidential in, and no information has been omitted from, this report.

8. **Executive Officer:**

For further information, please contact Jana F. Kiena, Chief Financial Officer, at (760) 424-2004.

Date of Report:

February 7, 2020.