FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

RMMI Corp. (“**RMMI**” or the “**Company**”)
1050, 639 – 5th Avenue SW
Calgary, AB
T2P 0M9

2. Date of Material Change

September 13, 2019.

3. News Release

The news release announcing the material change described in this material change report was disseminated through the services of CISION (Canada News Wire) on September 16, 2019, and a copy is filed on the Company’s SEDAR profile at www.sedar.com.

4. Summary of Material Change

On September 13, 2019, the Company closed a secured note financing of $1,000,000 (the “**Financing**”). Proceeds of the Financing will be used to provide short term working capital and for general corporate purposes as the Company works with Health Canada to receive its cultivation licence. Certain members of RMMI’s executives and board of directors have participated in the Financing in the amount of $425,000.

5.1 Full Description of Material Change

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The terms of the Financing include:

- Matures December 31, 2019;
- Secured by the Newell facility; and
- 12% annual interest rate.

No warrants or exchangeable securities were issued for the Financing. No finder’s fees were paid for the Financing.

RMMI has deferred its non-brokered offering of 12% unsecured Convertible Debenture Units that was announced August 6, 2019.

In connection with the Financing, $425,000 worth of senior notes were acquired by individuals deemed to be a “related party” (defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”)) of the Company as set out below (the “**Related Subscriber**”):

Insider	**Position**	**Notes Acquired**

Eugene Chen (indirectly)	Director of the Company	$100,000
Tony Fairfield (indirectly)	Director of the Company	$150,000
Dave Guebert (indirectly)	Director of the Company	$50,000
Peter Cheung	CFO of the Company	$125,000

The acquisitions of notes by the Related Subscriber constituted a "related party transaction" within the meaning of MI 61-101. The Company relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 as the Financing is a loan transaction where no securities, convertible or otherwise, are issued or to be issued. No formal valuations of the Company have been completed in the 24 months before the date of this material change report.

A resolution of the board of directors was passed on September 13, 2019, approving the Financing. No materially contrary view or abstention was expressed or made by any director in connection with the above resolutions. Eugene Chen, Dave Guebert and Tony Fairfield, abstained from the approval of the Financing due to their interest in the Financing.

5.2 Disclosure for Restructuring Transaction

Not applicable.

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

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

Earl Connors
Chief Executive Officer, Director and Chairman
(403) 835-8050

9. Date of Report

September 16, 2019.

Cautionary Statement regarding Forward-Looking Statements and other Cautionary Notes
This material change report includes statements containing certain "forward-looking information" within the meaning of applicable securities law ("forward-looking statements"), including, but not limited to, statements relating to the Company's use of proceeds from the Offering, and the anticipated secondary closing date. Forward-looking statements are frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this material change report. The Company is under no obligation, and expressly disclaims 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 expressly required by applicable law.