

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

ITEM 1: NAME AND ADDRESS OF COMPANY

MJardin Group, Inc. ("MJardin" or the "Company")
1 Toronto Street
Suite 801
Toronto, Ontario
M5C 2V6

ITEM 2: DATE OF MATERIAL CHANGE

May 30, 2019

ITEM 3: NEWS RELEASE

A news release was issued on May 30, 2019 and disseminated through the facilities of a recognized news service and filed on SEDAR.

ITEM 4: SUMMARY OF MATERIAL CHANGE

On May 30, 2019, MJardin announced that the Company has agreed with its senior lender to amend certain terms associated with its borrowing obligations (the "Agreement").

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

On May 30, 2019, MJardin announced that the Company has agreed with its senior lender to amend certain terms of the Agreement.

The Agreement provides for a revised maturity of MJardin's senior debt to April 2021 and removes the callable nature of the loan. In addition, the senior lender has agreed to provide up to CAD\$20MM in additional borrowings.

As a result of the amendment, the Company's management and board reaffirms its confidence in executing the previously disclosed 2019 and 2020 business plans.

ITEM 6: RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7: OMITTED INFORMATION

Not applicable.

ITEM 8: EXECUTIVE OFFICER

For further information, please contact Chris Seto, Chief Financial Officer of MJardin at 647-242-0615.

ITEM 9: DATE OF REPORT

June 3, 2019