

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

Rocky Mountain Liquor Inc. ("RML" or the "Company")
11478 149 Street
Edmonton, AB T5M 1W7

2. Date of Material Change(s):

September 23, 2019

3. News Release:

A news release disclosing the material change was disseminated on September 19, 2019 and filed on SEDAR.

4. Summary of Material Change(s):

The Company completed its common share consolidation (the "Consolidation") on the basis of one (1) post-consolidation common share for every five (5) pre-consolidation common shares.

5. Full Description of Material Change:

5.1 Full Description of Material Change

Effective at the opening of markets on September 23, 2019, the Company consolidated its common shares (the "Shares") on the basis of one (1) post-consolidated Share for every five (5) pre-consolidated Shares held. The new CUSIP number is 77472P200, and the new ISIN number is CA77472P2008. The Company's name and stock symbol remain unchanged following the Consolidation.

No fractional Shares were issued under the Consolidation as fractional Shares were rounded to the nearest whole number. The Company had 237,449,683 Shares issued and outstanding prior to the consolidation, and immediately following the Consolidation had 47,489,937 Shares issued and outstanding.

See attached press release for more information, "Schedule A".

5.2 Disclosure for Restructuring Transactions

Not applicable

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not applicable

7. Omitted Information:

None

8. Executive Officer Knowledgeable of Material Change:

Allison Radford
Chief Executive Officer
Rocky Mountain Liquor Inc.
(780) 483-8183

9. Date of Report:

September 25, 2019

“Schedule A”

ROCKY MOUNTAIN LIQUOR PROCEEDING WITH STOCK CONSOLIDATION

Edmonton, Alberta September 19, 2019 – Rocky Mountain Liquor Inc. (TSX-V: RUM) (“RML” or the “Company”) listed on the TSX Venture Exchange (the “Exchange”) today announced that it is proceeding with its previously announced share consolidation (“the Consolidation”). Shareholders approved the Consolidation at the Annual and Special Meeting held on August 27, 2019 and it has been approved by the Exchange, September 18, 2019.

Effective at the opening of markets on September 23, 2019, the Company will consolidate its common shares (the “Shares”) on the basis of one (1) post-consolidated Share for every five (5) pre-consolidated Shares held. The new CUSIP number will be 77472P200, and the new ISIN number will be CA77472P2008. The Company's name and stock symbol will remain unchanged following the Consolidation.

No fractional Shares will be issued under the Consolidation as fractional Shares will be rounded to the nearest whole number. The Company currently has 237,449,683 Shares issued and outstanding and immediately following the Consolidation will have approximately 47,489,937 Shares issued and outstanding.

A letter of transmittal was mailed to the registered holders of the Company's common shares on July 23, 2019. All shareholders who submit a duly completed letter of transmittal along with their respective share certificate(s) representing the pre-consolidated Shares to the Company's transfer agent, Computershare Investor Services Inc., will receive a certificate representing the post-consolidated Shares. The letter of transmittal can be found on the Company's website at <https://ruminvestor.com/wp-content/uploads/2019/07/Rocky-Mountain-Letter-of-Transmittal-2019.pdf> and under the Company's profile on SEDAR at www.sedar.com.

Please refer to the management information circular of the Company dated July 15, 2019, and press release issued August 28, 2019 for additional details on the share consolidation. Both of these documents are available on the Company's website at <https://ruminvestor.com/wp-content/uploads/2019/07/Management-Information-Circular-July-15-2019.pdf>, and <https://ruminvestor.com/wp-content/uploads/2019/08/Press-Release-Vote-on-Consolidated-Shares-August-28-2019.pdf>, as well as under the Company's profile on SEDAR at www.sedar.com.

ABOUT ROCKY MOUNTAIN

RML owns 100% of Andersons Liquor Inc., headquartered in Edmonton Alberta, which owns and operates 29 private liquor stores in that province, up from 18 stores since the Shares began trading in December 2008. RML is listed on the TSX Venture Exchange (TSX-V:RUM).

Forward-Looking Statements:

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. Forward-looking statements and information are often, but not always, identified by the use of words such as “appear”, “seek”, “anticipate”, “plan”, “continue”, “estimate”, “approximate”, “expect”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe”, “would” and similar expressions.

More particularly and without limitation, this news release contains forward-looking statements and information concerning the Consolidation of common shares and the timing associated with the Consolidation. The forward-looking statements and information

are based on certain key expectations and assumptions made by management of the Company, including expectations on anticipated timelines. Although management of the Company believes that the expectations and assumptions on which such forward looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Accordingly, readers should not place undue reliance on the forward-looking statements, timelines and information contained in this news release.

The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws or the TSX-V. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For Further Information:

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