

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

**Item 1            Name and Address of Company**

Sherpa II Holdings Corp.  
918 - 1030 West Georgia Street  
Vancouver, British Columbia  
Canada V6E 2Y3

**Item 2            Date of Material Change**

September 20, 2018

**Item 3            News Release**

A news release was issued on September 20, 2018 and subsequently filed on SEDAR.

**Item 4            Summary of Material Change**

Sherpa II Holdings Corp. (the "Company" or "Sherpa") announced that it has completed an initial public offering (the "Offering") pursuant to which it issued an aggregate of 2,881,000 common shares ("Common Shares") at a price of \$0.10 per Common Share to raise aggregate gross proceeds of \$288,100 pursuant to a final prospectus dated August 31, 2018 (the "Prospectus"). PI Financial Corp. (the "Agent") acted as agent in the Offering, in connection with which it received a cash commission of \$28,810, corporate finance fee of \$10,000 and an aggregate of 288,100 compensation options, each such compensation option entitling the holder to acquire one Common Share at an exercise price of \$0.10 expiring 24 months from the date that the Common Shares were listed on the TSX Venture Exchange (the "TSXV").

Upon closing of the Offering and as disclosed in the Prospectus, the Company completed a non-brokered private placement (the "Sidecar") pursuant to which it issued 1,500,000 Common Shares at a price of \$0.10 per Common Share to raise aggregate gross proceeds of \$150,000.

**Item 5            Full Description of Material Change**

Sherpa announced that it has completed the Offering pursuant to which it issued an aggregate of 2,881,000 Common Shares at a price of \$0.10 per Common Share to raise aggregate gross proceeds of \$288,100 pursuant to the Prospectus. The Agent acted as agent in the Offering, in connection with which it received a cash commission of \$28,810, corporate finance fee of \$10,000 and an aggregate of 288,100 compensation options, each such compensation option entitling the holder to acquire one Common Share at an exercise price of \$0.10 expiring 24 months from the date that the Common Shares were listed on the TSXV.

Upon closing of the Offering and as disclosed in the Prospectus, the Company completed the Sidecar pursuant to which it issued 1,500,000 Common Shares at a price of \$0.10 per Common Share to raise aggregate gross proceeds of \$150,000.

All Common Shares issued in connection with the Sidecar are subject to a statutory hold period expiring on January 21, 2019.

At the closing of the Offering, the Company also granted stock options (the "Options") to directors of the Company to acquire up to an aggregate of 638,100 Common Shares. Each Option is exercisable to acquire one Common Share at a price of \$0.10 any time prior to September 20, 2023.

Following completion of the Offering and Sidecar, the Company has 6,381,000 Common Shares issued and outstanding, 3,000,000 of which are subject to escrow restrictions as disclosed in the Prospectus. The TSXV has accepted the Company's listing application and the Common Shares are anticipated to resume trading on the TSXV at the opening of business on Monday, September 24, 2018, under the symbol "SHRP.P".

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

N/A

**Item 7            Omitted Information**

N/A

**Item 8            Executive Officer**

Emily Davis, CFO & Corporate Secretary, edavis@tyandsons.com

**Item 9            Date of Report**

September 20, 2018

***Forward Looking Information***

*This report contains statements about the Company's expectations regarding the commencement of trading on the TSXV that are forward-looking in nature and, as a result, are subject to certain risks and uncertainties, such as final listing approval from the TSXV. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, undue reliance should not be placed on them as actual results may differ materially from the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include failure to fulfill conditions of listing on the TSXV and inability to obtain required regulatory approvals. The forward-looking statements contained in this press release are made as of the date hereof, and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, except as required by law.*