

## Form 51 – 102F3

### Material Change Report

1. **Name and Address of Company**

DAVIDsTEA Inc.  
5430 Ferrier  
Town of Mount Royal, Québec  
H4P 1M2

2. **Date of Material Change**

August 23, 2018.

3. **News Release**

DAVIDsTEA Inc. (“**DAVIDsTEA**”) issued a news release with respect to the material change described herein via Globe Newswire on August 24, 2018.

4. **Summary of Material Change**

DAVIDsTEA appointed Anne Darche and Susan L. Burkman to its Board of Directors, upon the recommendation of the Corporate Governance and Nominating Committee of the Board.

5. **Full Description of Material Change**

5.1 **Full Description of Material Change**

DAVIDsTEA appointed Anne Darche and Susan L. Burkman to its Board of Directors, upon the recommendation of the Corporate Governance and Nominating Committee of the Board.

Anne Darche is a marketing and consumer-trends specialist with a 20-year career in Montreal advertising agencies, primarily as a co-owner, VP for strategic planning and president. The agency she helped build and administer, Allard Johnson (now KBS), has become one of Canada’s leading advertising firms. A respected speaker, she has been heard regularly on Radio-Canada sharing her views on trends, breakthroughs and market disruptions. Ms. Darche serves as a director of Groupe Germain Hôtels, a company based in Quebec City that owns and operates hotels across Canada, Knowlton Development Corporation (KDC), a leading North American contract manufacturer of health and beauty-care products, and 48North Cannabis Corp., a company listed on the TSX Venture Exchange whose wholly-owned subsidiary is a licensed producer of medical cannabis in Canada. She is also chair of MU, a not-for-profit organization devoted to beautifying the city of Montreal by creating murals that are anchored in local communities. Ms. Darche holds a Bachelor of Arts degree in graphic design from Université Laval and a Masters of Business Administration degree from Université de Sherbrooke and is a Chartered Director.

Susan L. Burkman is an experienced financial consulting executive. Throughout her 35 years in the investment banking industry, she has successfully led equity, M&A, and valuation and fairness opinion transactions in excess of \$6 billion for Canadian companies across numerous industries. Since 2007, she has been majority shareholder and President of Burkman Capital

Corporation, an investment banking boutique located in Bromont, Québec. From 1997 to 2007, Ms. Burkman was a partner at Griffiths McBurney and Partners and a Director at GMP Securities where she led the Investment Banking Group in Montreal. Prior thereto, Ms. Burkman was President of Mathurin-Burkman Inc., an investment banking boutique, a Vice-President and member of the Board of Directors of McNeil Mantha Inc., then a publicly-traded Canadian securities brokerage firm, and held positions with Wood Gundy Securities in Toronto and with the Corporate Banking division of Bank of Montreal. Ms. Burkman started her professional career as an auditor with KPMG at its Pittsburgh, Pennsylvania and Toronto, Ontario offices. Since 2012, Ms. Burkman has been a member of the Board of Directors of Olameter Inc., a provider of outsourced utility solutions in North America based in Montreal. Ms. Burkman holds both a Bachelor of Arts degree and Masters of Business Administration degree from the University of Pittsburgh and became a Certified Public Accountant in Pennsylvania.

The Board considers that both Anne Darche and Susan L. Burkman are “independent directors” within the meaning of applicable securities regulations. The Board of Directors of DAVIDsTEA is now comprised of Herschel Segal, Susan L. Burkman, Anne Darche, Pat De Marco, Emilia Di Raddo, Max Ludwig Fischer and Peter Robinson.

The Board of Directors of DAVIDsTEA also appointed Peter Robinson and Susan L. Burkman as members of the Audit Committee of the Board of Directors, chaired by Pat De Marco. Mr. Robinson was until recently CEO of the David Suzuki Foundation and prior thereto CEO of Mountain Equipment Co-op, a Canadian consumers’ cooperative. The Board of Directors also appointed Anne Darche and Emilia Di Raddo as members of the Human Resources and Compensation Committee of the Board of Directors, chaired by Max Ludwig Fischer. The Board expects to appoint a “lead director” at its next meeting, scheduled to be held in September.

DAVIDsTEA also appointed three new Vice-Presidents, namely, Nathalie Binda, Vice-President, Marketing & E-Commerce, Martin Hillcoat, Vice-President, Supply Chain, and Alana Lapierre, Vice-President, Human Resources, and confirmed the return of Sarah Segal as Vice-President, Product Development & Innovation, a position Ms. Segal held prior to the recent annual meeting of shareholders. They join April Sabral, Vice-President, Retail Sales & Operations, Nathalie Pelchat, Vice-President, Merchandising, and Dominique Choquette, Vice-President, IT, on DAVIDsTEA’s management team, reporting to Herschel Segal, Executive Chairman and Interim Chief Executive Officer.

Howard Tafler, Chief Financial Officer, tendered his resignation in order to accept a position in another industry. The resignation takes effect in 30 days. The Board of Directors has appointed Joe Bongiorno, Director of Finance of DAVIDsTEA, as Interim Chief Financial Officer and has commissioned the Human Resources and Compensation Committee to initiate the process of finding a new Chief Financial Officer.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

## **6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

The executive officer who can answer questions regarding this report is Mr. Herschel Segal, Executive Chairman and Interim Chief Executive Officer of DAVIDsTEA. Mr. Segal can be reached at (514) 739-0006.

9. **Date of Report**

August 24, 2018.