

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Invesque Inc. (the “Company”)
333 Bay Street, Suite 3400
Toronto, Ontario
M5H 2S7

Item 2. Date of Material Change

August 15, 2018

Item 3. News Release

On August 15, 2018, the Company issued a news release through the newswire services of Globe Newswire. A copy of the news release is attached as Schedule “A” hereto and is available on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

On August 15, 2018, the Company announced a public offering, on a "bought deal" basis, of US\$50 million aggregate principal amount of convertible unsecured subordinated debentures, at a price of US\$1,000 per debenture, with an interest rate of 6.00% per annum, payable semi-annually on the last day of March and September commencing on March 31, 2019 (the "**Debentures**"). The Debentures will mature on September 30, 2023.

The offering is being made through a syndicate of underwriters led by BMO Capital Markets, National Bank Financial, and CIBC Capital Markets.

The Company has also granted the underwriters the option to purchase up to US\$7.5 million aggregate principal amount of additional Debentures at a price of US\$1,000 per Debenture to cover over-allotments, exercisable in whole or in part anytime up to 30 days following closing of the offering.

The Debentures will be convertible at the holder’s option into common shares of the Company at a conversion price of US\$10.70 per common share. The debentures will not be redeemable prior to September 30, 2021. On and after September 30, 2021, and prior to September 30, 2022, the Debentures may be redeemed in whole or in part from time to time at the Company’s option, at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the common shares on the Toronto Stock Exchange for the 20 consecutive trading days preceding the date on which the notice of redemption is given is not less than 125% of the conversion price. On and after September 30, 2022, and prior to the maturity date, the Debentures may be redeemed by the Company, in whole at any time or in part

from time to time, at a price equal to the principal amount thereof plus accrued and unpaid interest.

The net proceeds of the offering will be used to repay outstanding indebtedness and for general corporate purposes.

The offering closed on August 24, 2018.

The Debentures will be offered pursuant to the Company's base shelf prospectus dated March 3, 2017. The terms of the Debentures will be described in a prospectus supplement to be filed with securities regulators in all of the provinces and territories of Canada and may also be offered by way of private placement in the United States.

Item 5. Full Description of Material Change

For a full description of the material change, please see Schedule "A" attached hereto.

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

Scott Higgs
Chief Financial Officer
(317) 643-6402

Item 9. Date of Report

August 24, 2018

SCHEDULE "A"

(see attached)

PRESS RELEASE

Not for distribution to U.S. news wire services or dissemination in the United States.

INVESQUE INC. ANNOUNCES US\$50 MILLION CONVERTIBLE DEBENTURE BOUGHT DEAL

Toronto, Ontario - (August 15, 2018) — Invesque Inc. ("Invesque" or the "Company") (TSX: IVQ.U) announced today a public offering, on a "bought deal" basis, of US\$50 million aggregate principal amount of convertible unsecured subordinated debentures, at a price of US\$1,000 per debenture, with an interest rate of 6.00% per annum, payable semi-annually on the last day of March and September commencing on March 31, 2019 (the "Debentures"). The Debentures will mature on September 30, 2023.

The offering is being made through a syndicate of underwriters led by BMO Capital Markets, National Bank Financial, and CIBC Capital Markets.

The Company has also granted the underwriters the option to purchase up to US\$7.5 million aggregate principal amount of additional Debentures at a price of US\$1,000 per Debenture to cover over-allotments, exercisable in whole or in part anytime up to 30 days following closing of the offering.

The Debentures will be convertible at the holder's option into common shares of the Company at a conversion price of US\$10.70 per common share. The debentures will not be redeemable prior to September 30, 2021. On and after September 30, 2021, and prior to September 30, 2022, the Debentures may be redeemed in whole or in part from time to time at the Company's option, at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the common shares on the Toronto Stock Exchange for the 20 consecutive trading days preceding the date on which the notice of redemption is given is not less than 125% of the conversion price. On and after September 30, 2022, and prior to the maturity date, the Debentures may be redeemed by the Company, in whole at any time or in part from time to time, at a price equal to the principal amount thereof plus accrued and unpaid interest.

The net proceeds of the offering will be used to repay outstanding indebtedness and for general corporate purposes.

The offering is subject to customary regulatory approvals, including approval of the Toronto Stock Exchange, and is expected to close on or about August 24, 2018.

The Debentures will be offered pursuant to the Company's base shelf prospectus dated March 3, 2017. The terms of the Debentures will be described in a prospectus supplement to be filed with securities regulators in all of the provinces and territories of Canada and may also be offered by way of private placement in the United States.

The securities offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, (the "1933 Act") and may not be offered, sold or delivered, directly or indirectly, in the United States, or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the 1933 Act), except pursuant to an exemption from the registration requirements of the 1933 Act. This press release does not constitute an offer to sell or a solicitation of an offer to buy any Debentures in the United States or to, or for the account or benefit of, U.S. persons.

About Invesque Inc.

Invesque Inc. is a North American health care real estate company with a growing portfolio of high quality properties located in the United States and Canada and operated by best-in-class senior living and care operators primarily under long-term leases and joint ventures. Invesque's mission is to create long-term shareholder value while providing an investment opportunity that matters. For more information, visit www.invesque.com.

For further information, please contact:

Investor Relations
317-643-4017
ir@invesque.com

Forward-Looking Information

This news release may contain forward-looking statements (within the meaning of applicable securities laws) relating to the business of the Company and the environment in which it operates. Forward-looking statements are identified by words such as "believe", "anticipate", "project", "expect", "intend", "plan", "will", "may", "estimate", "pro forma" and other similar expressions. These statements are based on the Company's expectations, estimates, forecasts and projections and include, without limitation, statements regarding the completion of the offering and the use of proceeds thereof. The forward-looking statements in this news release are based on certain assumptions, including that all conditions to completion of the offering will be satisfied or waived and that the offering will be completed. They are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed under the heading "Risk Factors" in the Company's annual information form available at www.sedar.com. There can be no assurance that forward-looking statements will prove to be accurate as actual outcomes and results may differ materially from those expressed in these forward-looking statements. Readers, therefore, should not place undue reliance on any such forward-looking statements. Further, these forward-looking statements are made as of the date of this news release and, except as expressly required by applicable law, the Company assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.