

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Aphria Inc. (“Aphria” or the “Company”)
245 Talbot Street West, Suite 103
Leamington, Ontario
N8H 1N8

Item 2. Date of Material Change

May 14, 2019

Item 3. News Release

A news release announcing the material change referred to in this report was disseminated by Aphria on May 14, 2019 and filed on SEDAR and EDGAR under Aphria’s profile on the same date.

Item 4. Summary of Material Change

The Company announced several new executive appointments, including James Meiers to the role of Chief Operating Officer, Aphria Leamington, Tim Purdie as Chief Information Officer & Chief Information Security Officer, and Maureen Berry as Vice President, Corporate Human Resources. The Company also announced that Jakob Ripshtein, Aphria's President, will resign from the Company. Mr. Ripshtein will remain in his current role until June 7, 2019. His current responsibilities will be shared among the existing senior leadership team.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

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New Executive Bios

James Meiers, Chief Operating Officer, Aphria Leamington

Mr. Meiers joins Aphria Inc. from The Hain Celestial Group, Inc., a leading natural and organic products company with operations in North America, Europe, Asia and the

Middle East, where he was a Senior Executive. Over his 14-year tenure at The Hain Celestial Group, Inc., he held various executive roles including President Celestial Seasonings, Hain Celestial Personal Care, CEO Hain Pure Protein and Chief Supply Chain Officer of Hain Grocery & Snacks. He has over 30 years of supply chain experience and general management for consumer-packaged goods companies, including H.J. Heinz and Kraft Food.

Tim Purdie, Chief Information Officer & Chief Information Security Officer

With over 30 years of experience prior to joining Aphria Inc., Mr. Purdie held successive executive leadership positions as Chief Operating Officer, Vice President & Chief Information Officer, Director, as well as other senior management positions in well-known international companies such as Xede Consulting Group, Sandvine, Research In Motion (Blackberry) and OpenText. In addition, Mr. Purdie holds designations as Certified Information Security Manager, Certified Supply Chain Professional, Lean Six Sigma Black Belt, Master Project Manager, Certified Scrum Master, and Certified Rummler-Brache Process Improvement consultant.

Maureen Berry, Vice President, Corporate Human Resources

Prior to joining Aphria Inc., Ms. Berry spent 15 years as the Corporate Human Resources Executive at Canada Health Infoway. She's also held the roles of Vice-President, Human Resources for Certicom Corp., Vice-President of Human Resources for NRX Global Corp. and Vice-President Human Resources Consulting for Mainstream Access Corp. She has worked at the national and international levels in structuring and managing human resource corporate and consulting functions. Her experience includes consulting and professional services with Coopers and Lybrand/PwC as well as with other firms in Canada.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The executive officer who can answer questions regarding this report is Mr. Carl Merton, Chief Financial Officer of the Company. Mr. Merton can be reached at 519-564-6374.

Item 9. Date of Report

This report is dated May 22, 2019.