

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Aphria Inc. (“**Aphria**” or the “**Company**”)
1 Adelaide Street East, Suite 2310
Toronto, Ontario
M5C 1J4

2. Date of Material Change

July 29, 2020

3. News Release

The Company issued a news release with respect to the material change described herein via Cision on July 29, 2020 and filed on SEDAR and EDGAR under Aphria’s profile on the same date.

4. Summary of Material Change

The Company announced that it entered into an equity distribution agreement (the “**Agreement**”) dated July 29, 2020 with Jefferies Securities, Inc., Jefferies LLC, Canaccord Genuity Corp. and Canaccord Genuity LLC (collectively, the “**Agents**”), pursuant to which the Company established an at-the-market equity program (“**ATM Program**”). Under the ATM Program, the Company may from time to time sell an aggregate of up to US\$100,000,000 (or its Canadian dollar equivalent) of its common shares (“**Common Shares**”) through the Agents.

5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has established the ATM Program, pursuant to the Agreement, under which the Company may from time to time sell an aggregate of up to US\$100,000,000 (or its Canadian dollar equivalent) of Common Shares through the Agents. Any Common Shares sales under the ATM Program will be made through “at-the-market distributions” as defined in National Instrument 44-102 and sold through the Toronto Stock Exchange, the NASDAQ Global Select Market or any other marketplace on which the Common Shares are listed, quoted or otherwise traded, at the prevailing market price at the time of sale. Sales may also be made in privately negotiated transactions.

The ATM Program will be effective until the earlier of December 22, 2021 and the issuance and sale of all of the Common Shares issuable pursuant to the ATM Program, unless terminated prior to such date by the Company or the Agents.

The Company intends to use the net proceeds from the ATM Program, if any, to fund Canadian and international expansion, working capital and general corporate purposes or to repay indebtedness. As Common Shares distributed in the ATM Program will be issued and sold at the prevailing market price at the time of the sale, or in privately negotiated transactions, prices may vary among purchasers during the period of the distribution.

The offering under the ATM Program is made pursuant to a prospectus supplement dated July 29, 2020 to the Company's Canadian base shelf prospectus dated November 22, 2019, and pursuant to a prospectus supplement dated July 29, 2020 to the Company's U.S. base prospectus dated November 22, 2019 and included in its registration statement on Form F-10, as amended (File No. 333-233426), which was declared effective by the United States Securities and Exchange Commission on November 26, 2019.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

None.

8. Executive Officer

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 519-398-8800.

9. Date of Report

This report is dated August 4, 2020.