

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

ORTHO REGENERATIVE TECHNOLOGIES INC.

Item 2 Date of Material Change

December 18, 2017

Item 3 News Release

Ortho Regenerative Technologies Inc. ("Ortho RTI" or the "Corporation") issued a press release on December 18, 2017 in Kirkland, Quebec, Canada that was disseminated by Canada Newswire. A copy of the news release is attached hereto as Schedule A".

Item 4 Summary of Material Change

Ortho RTI today announced that it has changed its auditors from MNP LLP (the "Former Auditors") to Ernst Young LLP (the "Successor Auditors").

Item 5 Full Description of Material Change

For a full description of the material change, see the press release attached as Schedule A".

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

Jo-Anne Mainguy-Piché
VP Finance and CFO
piche@orthorti.com or Telephone: 514-782-0951

Item 9 Date of Report

December 18, 2017

SCHEDULE A
PRESS RELEASE

Ortho RTi Approves Ernst & Young LLP as New Auditors

Kirkland, QC, December 18, 2017 – Ortho Regenerative Technologies Inc. (CSE: **ORTH.CN**) (“**Ortho RTi**” or the “**Corporation**”), an emerging Orthopaedic and Sports Medicine Technology company, today announced that it has changed its auditors from MNP LLP (the "Former Auditors") to Ernst & Young LLP (the "Successor Auditors").

At the request of the Corporation, the Former Auditors resigned as auditors of the Corporation effective December 13, 2017. The Board of Directors of the Corporation on the recommendation of the Corporation 's Audit Committee has appointed the Successor Auditors as the Corporation's auditors in the place and instead of the Former Auditors until the close of the next annual general meeting of the Corporation.

There were no reservations or modified opinions in the Former Auditors' audit report for the fiscal year ended January 31, 2017 or any subsequent period, and there are no reportable events, as such term is defined in National Instrument 51-102 (“NI 51-102”), between the Corporation and the Former Auditors.

The Notice of Change of Auditors, together with the letters from the Former Auditors and the Successor Auditors, has been reviewed by the Corporation 's Audit Committee and Board of Directors.

The Corporation has filed the change of auditors reporting package on SEDAR in accordance with NI 51-102 on December 18, 2017.

About Ortho Regenerative Technologies Inc.

Ortho RTi is an emerging Orthopaedic and Sports Medicine technology company dedicated to the development of novel therapeutic tissue repair technology to dramatically improve the success rate of sports medicine surgeries for soft tissue injuries. Our proprietary biopolymer has been specifically designed to increase the healing rates of injuries to tendons, meniscus and cartilage. The polymer can be directly placed into the site of injury by a surgeon during a routine operative procedure without significantly extending the time of the surgery and without further intervention. Visit us on the internet at www.orthorti.com.

Forward-Looking Statements

This news release may contain certain forward-looking statements regarding the Corporation's expectations for future events. Such expectations are based on certain assumptions that are founded on currently available information. If these assumptions prove incorrect, actual results may differ materially from those contemplated by the forward-looking statements contained in this press release. Factors that could cause actual results to differ include, amongst others, uncertainty as to the final result and other risks. The Corporation disclaims any intention or obligation to publicly update or revise any forward- looking statements, whether as a result of new information, future events or otherwise, other than as required by security laws.

For further Information, please contact:
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