

FORM 51-102F3
Material Change Report

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF
NATIONAL INSTRUMENT 51-102**

Item 1. **Reporting Issuer**

Consolidated HCI Holdings Corporation (the “**Company**”)
400 Bradwick Drive, Suite 125
Concord, Ontario
L4K 5V9

Item 2. **Date of Material Change**

A material change took place on January 14, 2020.

Item 3. **Press Release**

On January 14, 2020, a news release in respect of the material change was disseminated by the Company.

Item 4. **Summary of Material Change**

The Company announced that it had closed a private placement pursuant to which it issued unsecured promissory notes in the aggregate principal amount of Cdn\$345,000.

Item 5. **Full Description of Material Change**

The material change is described in the Company's press release attached hereto as Schedule "A", which press release is incorporated by reference herein.

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

The report is not being filed on a confidential basis.

Item 7. **Omitted Information**

No information has been omitted.

Item 8. **Executive Officer**

Arnold Resnick

Item 9. **Date of Report**

DATED at Toronto, in the Province of Ontario, this 15th day of January, 2020.

SCHEDULE “A”

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

CONSOLIDATED HCI HOLDINGS CORPORATION ANNOUNCES CLOSING OF OFFERING

Vaughan, Ontario, January 14, 2020 – Consolidated HCI Holdings Corporation (NEX: CXA.H) (the “Company” or “HCI”) is pleased to announce that it has completed a private placement (the “Offering”) of unsecured promissory notes (the “Promissory Notes”) for aggregate gross proceeds of approximately C\$345,000.

The purpose of this borrowing is to provide the Company with sufficient working capital for general corporate purposes while management and the board of directors decide on the future direction of the Company.

The Promissory Notes bear interest at the annual rate of 4%, with the principal amount and all accrued and unpaid interest being due and payable on January 14, 2021.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States. The Promissory Note has not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. All securities issued pursuant to the Offering are subject to a statutory hold period expiring May 15, 2020.

For more information:

Mr. Arnold J. Resnick, CPA, CA
Chief Financial Officer
905-669-3685

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