

Form 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of the Company

Irwin Naturals Inc. (“**Irwin Naturals**” or the “**Company**”)
5310 Beethoven Street
Los Angeles, California
90066

2. Date of Material Change

August 13, 2021

3. News Release

A news release regarding the material change was disseminated by the Company over Newsfile on August 16, 2021. A copy of the news release has been filed on SEDAR and is available at www.sedar.com.

4. Summary of Material Change

On August 16, 2021, the Company announced that it has successfully completed its previously announced business combination (the “**Business Combination**”) with Datinvest International Ltd. (“**DAI**”).

5. Full Description of Material Change

On August 13, 2021, the Company completed the Business Combination with DAI in the manner described in the Company’s listing statement filed with the Canadian Securities Exchange (“**CSE**”) and under the Company’s profile on SEDAR at www.sedar.com on August 13, 2021.

In connection with the Business Combination, the Company effected a consolidation (the “**Consolidation**”) of the common shares of the Company (the “**Common Shares**”) on a one post-Consolidation Common Share for every 8.31617 pre-Consolidation Common Shares basis. In addition, the Company amended its articles to: (i) create the proportionate voting shares (the “**Proportionate Voting Shares**”) and multiple voting shares (the “**Multiple Voting Shares**”); (ii) to add special rights and restrictions to the Common Shares and change the identifying name of the Common Shares to “Subordinate Voting Shares” (the “**Subordinate Voting Shares**”); and (iii) to change its name from “Datinvest International Ltd.” to “Irwin Naturals Inc.” Shareholder approval for certain of these matters where required was obtained at an annual and special meeting of the Company’s shareholders held on June 24, 2021. Upon completion of the Business

Combination, the issued and outstanding share capital of the Company consisted of: (i) 1,200,001 Subordinate Voting Shares; (ii) 18,240 Multiple Voting Shares; and (iii) nil Proportionate Voting Shares. Each Subordinate Voting Share carries the right to one (1) vote per share, each Multiple Voting Shares carries the right to fifteen thousand (15,000) votes per share, and each Proportionate Voting Share carries the right to one hundred (100) votes per share. Upon completion of the Business Combination, Klee Irwin, the Company's Chief Executive Officer, held all of the issued and outstanding Multiple Voting Shares and one Subordinate Voting Share.

In connection with the closing of the Business Combination, Irwin Naturals de-listed its common shares from the NEX Board of the TSX Venture Exchange effective at the close of business on August 13, 2021, and commenced the trading of its Subordinate Voting Shares on the CSE under the ticker "IWIN.U" on August 17, 2021. The Proportionate Voting shares and the Multiple Voting Shares will not be listed on the CSE and the conversion of such securities into Subordinate Voting Shares will be governed by the Company's Articles.

Following the Business Combination, the leadership team of the Company is as follows:

- Klee Irwin – Chairman, Chief Executive Officer and Director
- Philippe Faraut – Chief Financial Officer, Corporate Secretary and Director
- Marc-David Bismuth – Director
- Rod Kight, Esq. – Director

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

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

The officer who is knowledgeable about the material change and this report is:

Philippe Faraut
Chief Financial Officer and Corporate Secretary
investorrelations@irwinnaturals.com

9. Date of Report

August 19, 2021.