

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Stralak Resources Inc. (“**Stralak**” or the “**Company**”)
1049 Chilco Street, Suite 405
Vancouver, British Columbia
V6G 2R7

Item 2: Date of Material Change

April 23, 2021.

Item 3: News Release

A news release was issued by the Company and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Change

The Company announced that they have entered into a business combination agreement (the “**Combination Agreement**”) whereby Stralak will acquire all the outstanding securities of Hempsana Inc. (“**Hempsana**”) (the “**Proposed Transaction**”). Upon completion of the Proposed Transaction, Stralak’s business (the “**Resulting Issuer**”) will be the business of Hempsana.

The Proposed Transaction is structured as a three-cornered amalgamation pursuant to which a wholly-owned subsidiary of Stralak (“**Subco**”) and Hempsana will amalgamate to form a new corporation, which will be a wholly-owned subsidiary of the Resulting Issuer.

Item 5.1: Full Description of Material Change

Under the terms of the Combination Agreement, the Proposed Transaction will be completed by way of a three-cornered amalgamation pursuant to which Subco and Hempsana will amalgamate under the provisions of the *Canada Business Corporations Act*, to form a new corporation, which will be a wholly-owned subsidiary of the Resulting Issuer. Each issued and outstanding common share of Hempsana (each, a “**Hempsana Share**”) will be cancelled; and each shareholder of Hempsana (other than a dissenting shareholder) will receive a common share of the Resulting Issuer (each, a “**Resulting Issuer Share**”) for each cancelled Hempsana Share. In addition, holders of convertible securities of Hempsana will be able to exercise their securities for Resulting Issuer Shares in accordance with and permitted under their terms.

Prior to the completion of the Proposed Transaction, Stralak will change its name to “Hempsana Holdings Ltd.” or such other name as determined by Hempsana (the “**Name Change**”) and consolidate (the “**Consolidation**”) all of the issued and outstanding common shares of Stralak (“**Stralak Shares**”) into an aggregate number of Stralak Shares equal to either (A) 1,200,000 if the Hempsana Private Placement (as defined below) is completed for aggregate cash gross proceeds of a minimum of \$3,000,000 on or prior to 45 days following the date hereof (the “**Minimum Financing**”), or (B) 1,500,000, if the Minimum Financing is not completed on or prior to 45 days following the date hereof.

Prior to the completion of the Proposed Transaction, Hempsana may complete a private placement (the “**Hempsana Private Placement**”) of securities to be determined by Hempsana at an issue price of a minimum of \$1.05 per security.

In connection with the completion of the Proposed Transaction, Stralak will issue 21,871,667 Resulting Issuer Shares to the former holders of Hempsana Shares (exclusive of certain Hempsana Shares that may be issued pursuant to the Hempsana Private Placement, and to be issued to finders and a convertible debenture with a principal amount of \$248,672 which will be exchanged for Hempsana Shares immediately prior to the completion of the Proposed

Transaction). In addition, 1,655,345 stock options, 4,249,218 warrants will be exercisable into Resulting Issuer Shares in accordance with and as permitted under their terms. As a result of the completion of the Proposed Transaction, if the Minimum Financing is not completed, the current holders of Hemsana Shares will hold approximately 93.6% of the Resulting Issuer Shares and the current holders of Stralak Shares will hold approximately 6.4% of the Resulting Issuer Shares, on a non-diluted basis and not factoring in any securities issued under the Hemsana Private Placement. If the Minimum Financing is completed, the current holders of Hemsana Shares will hold approximately 94.8% of the Resulting Issuer Shares and the current holders of Stralak Shares will hold approximately 5.2% of the Resulting Issuer Shares, on a non-diluted basis and not factoring in any securities issued under the Hemsana Private Placement.

In addition, at closing of the Proposed Transaction, Hemsana will advance an aggregate of \$200,000, subject to adjustment in accordance with the terms of the Combination Agreement, to certain directors, officers, and consultants of Stralak, to pay management fees and expense reimbursements owed to such persons by Stralak.

Completion of the Proposed Transaction is subject to a number of conditions, including, among other others, receipt of all necessary shareholder and regulatory approvals, the execution of related transaction documents, the Name Change, the Consolidation, and conditional approval of the Canadian Securities Exchange for the listing of the Resulting Issuer Shares following completion of the Proposed Transaction.

Management of the Resulting Issuer

Upon closing of the Proposed Transaction, the management of the Resulting Issuer is expected to consist of Randy Ko (President and Chief Executive Officer), David Chan (Chief Financial Officer and Secretary) and Sohil Mana (Chief Quality Officer).

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Aaron Meckler, CEO, CFO, Director

E: aaron@amukacapital.com

T: (647) 502-3558

Item 9: Date of Report

April 27, 2021