

STRALAK RESOURCES INC.
FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Corporation

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

Item 2: Date of Material Change

June 17, 2021.

Item 3: News Release

A news release was issued and disseminated on June 17, 2021 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule “A”.

Item 4: Summary of Material Change

The Corporation announced, among other things, that it had settled an aggregate of \$172,000.00 of indebtedness owed to certain creditors through the issuance of an aggregate of 172,000,000 common shares (each, a “Common Share”) at a deemed price of CDN\$0.001 per Common Share (the “Debt Settlement”).

Item 5.1: Full Description of Material Change

The material change is fully described in the Corporation’s press release which is attached as Schedule “A” and is incorporated herein.

The following supplementary information is provided in accordance with Section 5.2 of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”).

(a) a description of the transaction and its material terms:

The Corporation settled an aggregate of \$172,000.00 of indebtedness owed to certain creditors of the Corporation. \$68,327.00 of the indebtedness was owed to 9801871 Canada Inc., \$57,307.00 indebtedness was owed to 2694057 Ontario Ltd. and \$46,366 was owed to Amuka Holdings Ltd., which was settled 172,000,000 Common Shares. 9801871 Canada Inc., 2694057 Ontario Ltd. and Amuka Holdings Ltd. are related parties pursuant to MI 61-101.

(b) the purpose and business reasons for the transaction:

The Corporation wished to settle \$172,000.00 of indebtedness in order to improve its financial position and reduce its accrued liabilities in order to make it more attractive for potential merger and acquisition transactions.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

The settlement of indebtedness will improve the Corporation's financial position and reduce its accrued liabilities.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

9801871 Canada Inc., a corporation controlled by Aaron Meckler, a director, Chief Executive Officer and Chief Financial Officer of the Corporation acquired 68,327,000 Common Shares. 2694057 Ontario Ltd., a corporation controlled by Daniel Talkins, a director of the Corporation, acquired 57,307,000 Common Shares. Amuka Holdings Ltd., a holder of 10% or more of the Common Shares, acquired 46,366,000 Common Shares.

ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or Corporation referred to in subparagraph (i) for which there would be a material change in that percentage:

Following completion of the debt settlement, 9801871 Canada Inc. will own or control, directly or indirectly, an aggregate of 113,327,232 Common Shares, representing approximately 42.04% of the issued and outstanding Common Shares of the Corporation.

2694057 Ontario Ltd. will own or control, directly or indirectly, an aggregate of 85,640,420 Common Shares, representing approximately 31.77% of the issued and outstanding Common Shares of the Corporation.

Amuka Holdings Ltd. will own or control, directly or indirectly, an aggregate of 85,640,420 Common Shares, representing approximately 21.53% of the issued and outstanding Common Shares of the Corporation.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

A resolution of the board of directors was passed on June 17, 2021, including the disinterested director of the Corporation, approving the settlement of the Corporation's indebtedness. No special committee was established in connection with the transaction. Aaron Meckler and Daniel Talkins abstained from voting on the review and approval of the Debt Settlement.

(f) A summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

(g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:

(i) that has been made in the 24 months before the date of the material change report:

Not applicable.

(ii) the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:

Not applicable.

(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:

The Corporation entered into debt conversion agreements with certain creditors, including 9801871 Canada Inc., 2694057 Ontario Ltd. and Amuka Holdings Ltd. on June 17, 2021. The debt conversion agreements provided for the issuance of 172,000,000 Common Shares of the Corporation at a price of \$0.001 per Common Share to settle indebtedness of the Corporation.

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:

The offering constitutes a “related party transaction” for the Corporation under MI 61-101. No formal valuation on the part of the Corporation is required under MI 61-101, in respect of the transaction. The Corporation is relying on exemptions from the formal valuation and minority approval requirements of MI 61-101 due to the fact that the Corporation is in financial hardship.

As this material change report is being filed less than 21 days before the completion of the transaction, there is a requirement under MI 61-101 to explain why the shorter period was reasonable or necessary in the circumstances. In the view of the Corporation, such shorter period was reasonable and necessary in the circumstances to satisfy certain conditions to closing set forth in the Corporation’s business combination agreement with Hemsana Inc. dated April 23, 2021.

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 and Director
Tel: 647-502-3558
Email: aaron@amukacapital.com

Item 9: Date of Report

This report is dated as of the 17 day of June 2021.

SCHEDULE A
News Release dated June 17, 2021

STRALAK RESOURCES INC.

NEWS RELEASE

STRALAK RESOURCES INC. ANNOUNCES CLOSING OF DEBT SETTLEMENT TRANSACTION

Toronto, Ontario, June 17, 2021 – Stralak Resources Inc. (“**Stralak**” or the “**Company**”) is pleased to announce that it has completed a debt settlement transaction (the “**Debt Settlement**”) pursuant to which it has issued, to certain creditors of the Company, (the “**Creditors**”), an aggregate of 172,000,000 Common Shares in the capital of the Company (each, a “**Common Share**”) at a deemed price of \$0.001 per Common Share in settlement of an aggregate of \$172,000 in indebtedness of the Company.

Related Party Transaction

As part of the Debt Settlement, the Company issued 68,327,000 Common Shares to 9801871 Canada Inc. (“**9801**”), a corporation controlled by Aaron Meckler, a director, Chief Executive Officer, and Chief Financial Officer of the Company; 57,307,000 Common Shares to 2694057 Ontario Ltd. (“**2694**”), a corporation controlled by Daniel Talkins, a director of the Company; and 46,366,000 Common Shares to Amuka Holdings Ltd. (“**Amuka**”) (collectively, the “**Related Creditors**”).

The Related Creditors in the Debt Settlement are considered a "related party" to the Company under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). Accordingly, the Debt Settlement is considered a “related party” transaction pursuant to MI 61-101. The Company relied upon the "Financial Hardship" exemption from the formal valuation and minority shareholder approval requirements under MI 61-101. The Company will be filing a material change report in respect of the related party transaction on SEDAR less than 21 days prior to the closing of the Offering due to the fact that the Company wished to settle the debt as soon as practicable, in the best interests of the Company.

Early Warning Report

In connection with the Debt Settlement, 9801 acquired 68,327,000 Common Shares and now holds an aggregate of 113,327,232 Common Shares, representing 42.04% of the issued and outstanding Common Shares on a non-diluted basis. Before closing the Debt Settlement, 9801 owned approximately 46.12% of the issued and outstanding Common Shares on a non-diluted basis.

In connection with the Debt Settlement, 2694 acquired 57,307,000 Common Shares and now holds an aggregate of 85,640,420 Common Shares, representing 31.77% of the issued and outstanding Common Shares on a non-diluted basis. Before closing the Debt Settlement, 2694 owned approximately 29.04% of the issued and outstanding Common Shares on a non-diluted basis.

In connection with the Debt Settlement, Amuka acquired 46,366,000 Common Shares and now holds an aggregate of 58,032,670 Common Shares, representing 21.53% of the issued and outstanding Common Shares on a non-diluted basis. Before closing the Debt Settlement, Amuka owned approximately 11.96% of the issued and outstanding Common Shares on a non-diluted basis.

The Common Shares acquired pursuant to the Debt Settlement were acquired by the Related Creditors for investment purposes, and depending on market and other conditions, they may from time to time in the future increase or decrease their ownership, control or direction over securities of the Company through market transactions, private agreements, or otherwise.

For the purpose of NI 62-103 - *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* (“**NI 62-103**”), the address of Mr. Meckler is 7440 Bathurst Street, Thornhill, Ontario, L4J 7K8; the address of Mr. Talkins is 37 Beaumont Plane Thornhill, ON L4J 4X4; and the address of Amuka is 33 Winborne Road, Thornhill, ON L4J2R8.

A copy of the respective early warning report that will be filed by the Related Creditors may be obtained on the Company’s SEDAR profile or by contacting the Company at 647 502-3558.

ABOUT STRALAK

The Company has ceased to carry on an active business and is presently engaged in identifying and evaluating suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders.

On behalf of the Board of Directors

Aaron Meckler
Chief Executive Officer, Chief Financial Officer & Director
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