

CANADA HOUSE WELLNESS GROUP INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Corporation

Canada House Wellness Group Inc. (formerly Abba Medix Group Inc.) (the "**Corporation**")
1773 Bayly Street
Pickering, Ontario
L1W 2Y7

Item 2. Date of Material Change

November 7, 2016

Item 3. News Release

A news release with respect to the material change referred to in this report was issued by the Corporation through Marketwired on November 7, 2016 and a copy was subsequently filed under the Corporation's profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Item 4. Summary of Material Change

On November 7, 2016, the Corporation announced it had completed the acquisition (the "**Acquisition**") of 672800 NB Inc. doing business as Marijuana for Trauma ("**MFT**") and The Longevity Project Corp. ("**TLP**") pursuant to the share exchange agreement (the "**Acquisition Agreement**") entered into on June 15, 2016.

On September 6, 2016 the Corporation completed a financing for gross proceeds of \$6,025,000 in support of the Acquisition (the "**Offering**"). The Offering comprised of 19,001,000 equity units and 1,275 debenture units.

In addition, the Corporation completed a name change from "Abba Medix Group Inc." to "Canada House Wellness Group Inc." (the "**Name Change**") and performed a consolidation of common shares on the basis of one and one half (1.5) pre-consolidation common shares to one (1) post-consolidation common shares (the "**Consolidation**") authorized by a special meeting of shareholders of the Corporation on October 18, 2016.

The Corporation also announced the resignation of three directors, to be replaced by three new directors: Mike Southwell, Edwin Corey, and Nicole Ferris.

On November 9, 2016 the Corporation re-listed on the Canadian Securities Exchange (the "CSE") and began trading under the new name and ticker symbol "CHV".

Item 5. Full Description of Material Change

The Acquisition

On June 15, 2016, the Corporation entered into the Acquisition Agreement to acquire all of the issued and outstanding shares of MFT and TLP. In consideration, the Corporation paid \$250,000, issued common shares to the shareholders of MFT and TLP, in the aggregate, representing approximately 66% of the Corporation's issued and outstanding common shares from treasury on a post-Consolidation basis (the "**Consideration Shares**") prior to giving effect to the Offering, and will pay an additional \$4,000,000 in cash earn-out payments. The release of the Consideration Shares to the vendors is subject to a contractual escrow dependent on the achievement of certain EBITDA targets.

Both MFT and TLP are focused on the promotion of health and wellness through a multiple step approach delivered through their wellness centres and clinics across Canada.

MFT is a veteran owned and operated Corporation whose mission is to improve the quality of life for anyone suffering from post-traumatic stress disorder, chronic pain and/or other medical conditions. MFT does not currently grow or distribute cannabis. MFT provides services to assist their clients in accessing a Licensed Producer (as such term is defined in the *Access to Cannabis for Medical Purposes Regulations* ("**ACMPR**")), identifying appropriate strains, and consulting and supporting clients regarding the use of medical cannabis. Since its inception, MFT has directly supported thousands of veterans across the country with first class service and care. MFT continues to provide a community environment for those engaged in the process of healing, with a focus on support during the various steps of the program.

TLP, through its client services platforms, including its "*Plants Not Pills*" program, has provided resources to Canadians considering medical marijuana as an alternative to traditional pharmaceuticals. They have assembled a team of knowledgeable wellness consultants who guide and support clients in understanding safe and effective treatments for their conditions.

Together, MFT and TLP operate 12 wellness centers and have registered a total of approximately 9,500 clients to-date across all client platforms.

Anticipated as part of the Acquisition is the rollout of 'total' wellness centers across Canada. Adhering to best clinical practices, patients of these centers are properly medically managed and supported with services and products ancillary and adjuvant to cannabinoid therapy through integrated clinical offerings.

The Corporation will also continue to pursue licensing under the ACMPR through its wholly owned subsidiary Abba Medix Corp.

The Acquisition constitutes a "fundamental change" within the meaning of the CSE policies. In connection with the Acquisition, the Corporation filed CSE Form 2A - Listing Statement (the "**Listing Statement**").

The Financing

On September 6, 2016 the Corporation announced the closing of the Offering for gross proceeds of \$6,025,000 in support of the Acquisition. The Offering consisted of 19,001,000 equity units (the "**Equity Units**") and 1,275 debenture units (the "**Debenture Units**").

Each Equity Unit is comprised of: (i) one common share of the Corporation; and (ii) one common share purchase warrant of the Corporation (a "**Warrant**"). Each Warrant shall be exercisable into one common share of the Corporation at an exercise price of \$0.40 for a period of twenty-four (24) months from the issuance of the Warrant.

Each Debenture Unit is comprised of: (i) \$1,000 principal amount of 8.5% secured convertible debentures ("**Convertible Debentures**") in the capital of the Corporation with a maturity date ("**Maturity Date**") of 48 months from the date of issuance; and (ii) 1,000 detachable common share purchase warrants of the Corporation (each, a "**CD Warrant**"). Each Convertible Debenture shall be convertible at the holder's option into fully-paid common shares of the Corporation (each, a "**CD Share**") at any time prior to the Maturity Date at a conversion price of \$0.40 per CD Share, being a ratio of 2,500 CD Shares per \$1,000 principal amount of Convertible Debentures. Each CD Warrant shall be exercisable into one common share of the Corporation (each, a "**CD Warrant Share**") at a price of: (a) \$0.40 per CD Warrant Share between the date the escrow release conditions are met (the "**Escrow Release Date**") and the date that is 24 months from the Escrow Release Date; (b) \$0.75 per CD Warrant Share between the date that is 24 months from the Escrow Release Date and the date that is 36 months from the Escrow Release Date; and (c) \$1.00 per CD Warrant Share between the date that is 36 months from the Escrow Release Date and the Maturity Date.

Name Change and Consolidation

In connection with the Acquisition, at a special meeting of shareholders of the Corporation on October 18, 2016, resolutions authorizing the Name Change and Consolidation were overwhelmingly approved by shareholders.

New Board and Management

Effective on the closing of the Acquisition, Georges Durst, Richard Vallee, and Michael Boucher resigned from the board of directors of the Corporation (the "**Board**"). The Corporation wishes to thank the former Board members for their service and dedication.

Mike Southwell, Edwin Corey and Nicole Ferris were named to the Board, joining current directors Gerry Goldberg, Brad Rogers, and David Shpilt.

In connection with the closing of the Acquisition, the Corporation entered into employment and non-competition agreements with Fabian Henry, Mike Southwell, David Shpilt and Scott Fitzgerald.

The officers of the Corporation consist of Gerry Goldberg (Interim Chief Executive Officer), Mike Johnston (Chief Financial Officer), David Shpilt (Vice-President of Clinical Business Development), Fabian Henry (President and Founder of MFT) and Mike Southwell (Vice-President and Founder of MFT).

Please refer to the Listing Statement for selected biographical details.

The Corporation has granted a total of 5.1 million options to certain of its directors, officers and employees, each entitling the holder to acquire one common share at an exercise price of \$0.25 for a period of 5 years from the grant date.

CSE Listing

The Corporation has obtained final approval to list its common shares on the CSE, under the new name and ticker symbol (CHV). The common shares began trading on the CSE at the opening of markets on Wednesday November 9, 2016.

Item 5.2 **Disclosure of Restructuring Transactions**

Not applicable.

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

Not applicable.

Item 7. **Omitted Information**

No significant facts remain confidential in, and no information has been omitted from, this report.

Item 8. Executive Officer

For further information, please contact:

Gerry Goldberg
Chief Executive Officer
Telephone: 1-844-696-3349

Item 9. Date of Report

November 11, 2016