

**FORM 51-102F3
NATIONAL INSTRUMENT 51-102**

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

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Item 1. Name and Address of Company

Canada House Wellness Group Inc. (the "Company")
1773 Bayly Street
Pickering, ON
L1W 2Y7

Item 2. Date of Material Change

A material change took place on May 31, 2018.

Item 3. News Release

A news release relating to the material change was disseminated via Globe Newswire on June 1, 2018. The news release has also been filed on the System for Electronic Document Analysis and Retrieval ("SEDAR") and is available at www.sedar.com.

Item 4. Summary of Material Change

The Board of Directors of the Company announced that Mr. Chris Churchill-Smith will replace Larry Bortles as the Chief Executive Officer of the Company, effective immediately and that the board requested that Scott Purdy become the Company's Chairman, which Mr. Purdy accepted.

Item 5. Full Description of Material Change

The Board of Directors of the Company announced that Mr. Chris Churchill-Smith will replace Larry Bortles as the Chief Executive Officer of the Company, effective immediately and that the board requested that Scott Purdy become the Company's Chairman, which Mr. Purdy accepted.

Mr. Purdy has been a member of the Company's Board and its Audit Committee since April, 2017. Prior to joining Canada House, Mr. Purdy built a number of disruptive businesses, challenging current thinking and producing a completely new form of business in the healthcare industry. He is a cannabis professional, holding a MMAR Production License who has legally grown cannabis since 2013. He was a CEO for 19 years in the Health Care Industry. He served on the board of directors of Nimble LTD., a product commercialization company, Sunnybrook Center for Studies in Aging, Sunnybrook Hospital, Toronto ON.

On behalf of the Board, Mr. Purdy is pleased to announce the appointment of Christopher Churchill-Smith as the Company's new Chief Executive Officer.

Mr. Churchill-Smith founded Axes Capital in 2012 and has developed extensive transaction experience in the Health Care and Energy & Infrastructure sectors and has significant experience navigating complex regulatory environments in many jurisdictions, having executed and led transactions in 3 continents. In the past 5 years, Mr. Churchill-Smith has participated in investments, as an advisor or investor, totaling in excess of \$2.20 Billion in enterprise value. Mr. Churchill-Smith was awarded the 40 Under 40 Award – Dealmaker Category by The M&A Advisor in June 2014 in New York City, for his participation on the landmark acquisition of the largest renewable energy platform in Turkey.

Since 2015, Mr. Churchill-Smith has led the acquisitions, as principal, of a leading provider of air ambulance repatriation services and a significant portfolio of rooftop solar generation facilities in Ontario. In addition, Mr. Churchill-Smith has led the acquisition and subsequent growth of a leading platform of fertility centers in central Europe.

Mr. Churchill-Smith holds a Bachelor of Arts (Economics and Finance) from McGill University where he was a member of the McGill Redmen hockey team. Mr. Churchill-Smith played professional hockey from 2008-2010 in the Czech Republic, is fluent in written and spoken English, French and Italian, and has a basic knowledge of Czech and Slovak.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

For further information, please contact Riley McGee, Chief Operating Officer of Canada House Wellness Group Inc. at 1 844 638 8387 or rmcgee@canadahouse.ca.

Item 9. Date of Report

June 1, 2018.