

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

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102**

**FILED VIA SEDAR**

**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 July 17, 2018.

**Item 3. News Release**

A news release relating to the material change was disseminated via Globe Newswire on July 17, 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](http://www.sedar.com).

**Item 4. Summary of Material Change**

The Company announced that it has entered into, through its wholly owned subsidiary Abba Medix Corp., an exclusive licensing agreement with Medicine Man Technologies Inc., one of the United States' leading cannabis branding and consulting companies, for deployment of its intellectual property and product lines (Three a Light ®, Success Nutrients ®, General Intellectual Property) into the Canadian marketplace.

**Item 5. Full Description of Material Change**

The Company announced that it has entered into, through its wholly owned subsidiary Abba Medix Corp., an exclusive licensing agreement with Medicine Man Technologies Inc. ("Medicine Man"), one of the United States' leading cannabis branding and consulting companies, for deployment of its intellectual property and product lines (Three a Light ®, Success Nutrients ®, General Intellectual Property) into the Canadian marketplace.

The licensing agreement calls for payment of \$4.65M (CAD) in the form of cash and stock for licensing of Medicine Man's intellectual property, product lines, and assignment of an existing Cultivation MAX agreement to Canada House. Under the terms of the transaction, Canada House will pay cash consideration, of which \$575,000 will be paid today, the effective date of the agreement, and \$575,000 will be payable no later than November 30, 2018. The remaining payment will be satisfied by Canada House issuing to Medicine Man, within ten (10) business days of today, an aggregate of \$3,500,000 worth of common shares in the capital of the

Company based on the volume weighted average price of Canada House's common shares for the five trading days ending on the effective date of the agreement. Furthermore, subject to applicable securities laws and the approval of the Canadian Securities Exchange ("CSE"), the Company and Medicine Man will exchange capital stock having an aggregate value of \$1,000,000 in the form of a stock swap (the "Stock Swap"), which Stock Swap must be completed within 90 days of today, failing which, the Stock Swap will become null and void without affecting the other terms and conditions of the transaction. Subject to applicable securities laws and the approval of the CSE, the stock prices for the calculation of the number of Medicine Man and Canada House common shares for the Stock Swap will be the 5-day volume weighted average price, respectively, of the Medicine Man and Canada House common shares ending on the date of the Stock Swap. Medicine Man will also be entitled to revenue-based fees related to this deployment over the duration of the license agreement and will be assisting Canada House's marketing efforts.

Medicine Man's current CEO, Mr. Brett Roper and members of the Medicine Man team will be working extensively with the Canada House team to assist with transition and product development, in particular focusing on the deployment of a highly efficient network of newly announced micro-cultivator license types in Canada as well as other goods and service offerings.

**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 Chris Churchill-Smith, Chief Executive Officer of Canada House Wellness Group Inc. at 1 844 638 8387 or [chris.smith@canadahouse.ca](mailto:chris.smith@canadahouse.ca).

**Item 9. Date of Report**

July 27, 2018.