

**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 March 21, 2019.

Item 3. News Release

A news release relating to the material change was disseminated via Globe Newswire on March 21, 2019. 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 Company closed a financing of units for gross proceeds to the Company of \$3,300,000.

Item 5. Full Description of Material Change

The Company closed a financing of units ("**Units**") for gross proceeds to the Company of \$3,300,000 (the "**Offering**").

Each Unit was sold at a price of \$0.12 per Unit and is comprised of: (i) one common share (each a "**Common Share**"); and (ii) and one detachable common share purchase warrant of the Company (each, a "**Warrant**").

Each Warrant is exercisable into one Common Share at an exercise price of \$0.30 for a period of 12 months; at an exercise price of \$0.40 from 12 months to 24 months; at an exercise price of \$0.60 from 24 months to 36 months; and at an exercise price of \$0.80 from 36 months to 48 months following the closing date of the Offering.

The Company paid finders' fees to appropriately registered entities in respect of investors introduced to the Company by such finders in the aggregate amount of \$21,900. The Company also issued in aggregate 182,500 warrants having terms substantially similar to the Warrants in respect of subscriptions introduced to the Company by such finders.

Insiders of the Company subscribed for an aggregate of 4,166,666 Units for gross proceeds of \$499,999.92. Such subscriptions were considered related party transactions as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”).

Other than subscription agreements between such related parties and the Company relating to the issuance of the Units pursuant to the Offering, the Company has not entered into any agreement with an interested party or a joint actor with an interested party in connection with the Offering.

The Offering is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 (pursuant to subsections 5.5(a) and 5.7(1)(a)) as the fair market value of the related party transactions are not more than 25% of the market capitalization of the Company.

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 Paul Hart, Chief Financial Officer of Canada House Wellness Group Inc. at 1 844 638 8387 or phart@canadahouse.ca.

Item 9. Date of Report

March 28, 2019.