

**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 January 22, 2020.

**Item 3. News Release**

A news release relating to the material change was disseminated via Cision on January 22, 2020. 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 issued 30,000,000 common shares at a deemed price per share of \$0.05 to each of Fabian Henry and Michael Southwell pursuant to separate debt settlement agreements entered into between the Company and each such individual for the satisfaction of \$3,000,000 of the Company’s remaining earn-out obligations from its 2016 acquisition of Marijuana for Trauma, which payments were originally due in November 2019.

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

The Company issued 30,000,000 common shares at a deemed price per share of \$0.05 to each of Fabian Henry and Michael Southwell pursuant to separate debt settlement agreements entered into between the Company and each such individual for the satisfaction of \$3,000,000 of the Company’s remaining earn-out obligations from its 2016 acquisition of Marijuana for Trauma, which payments were originally due in November 2019.

Mr. Southwell and Mr. Henry each have beneficial ownership of or control or direction over securities of the Company carrying more than 10% of the voting rights attached to the Company’s equity securities. Accordingly, each transaction is deemed to be a “related party transaction” as defined under Multilateral Instrument 61-101- Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). Each debt settlement agreement was unanimously approved by Canada House’s Board of Directors.

Each transaction 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 each such related party transaction is not more than 25% of the market capitalization of Canada House. After giving effect to the share issuance, Mr. Southwell now beneficially owns or controls or directs the voting rights in respect of 64,512,505 Common Shares, representing approximately 20.8% of the Company's issued and outstanding Common Shares on a partially diluted basis. Mr. Henry now beneficially owns or controls or directs the voting rights in respect of 61,167,587 Common Shares, representing approximately 19.7% of the Company's issued and outstanding Common Shares on a partially diluted basis.

The material change report in connection with the debt settlement agreements was not filed 21 days in advance of the issuance for the purposes of Section 5.2(2) of MI 61-101 on the basis that the definitive agreements were negotiated so as to provide for the issuance of the shares upon signing of the agreements.

**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**

January 24, 2020.