

**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 August 5, 2020.

Item 3. News Release

A news release relating to the material change was disseminated via Cision on August 5, 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.

Item 4. Summary of Material Change

The Company announced that on August 5, 2020 it closed a strategic investment from Archerwill Investments Inc. (“**Archerwill**”). Archerwill invested \$6,500,000 (the “**Investment**”) in the form of a 5-year secured convertible debenture bearing interest at 8% per annum (the “**Convertible Debenture**”). Archerwill concurrently received Common Share purchase warrants (“**Warrants**”), exercisable at \$0.06 per share for a period of 4 years.

Item 5. Full Description of Material Change

Archerwill invested \$6,500,000 in the form of the Convertible Debenture to obtain a 15.9% ownership interest in the Company, assuming conversion of the full principal amount. Archerwill concurrently received the Warrants, exercisable at \$0.06 per share for a period of 4 years, which, if exercised in full, would subsequently increase Archerwill’s ownership interest to 28.3% (assuming Archerwill’s conversion and exercise in full of all securities it holds in the Company but no other conversions of outstanding securities of the Company).

A portion of the proceeds to the company from the Investment have been used to repay the entire amount owing to Lind Global Macro Fund, LP pursuant to the convertible security funding agreement dated September 10, 2019 between the Company and Lind Global Macro Fund, LP. The remaining proceeds are expected to be used to retire certain existing obligations of the Company and for general working capital and expansion purposes.

The Company and Archerwill entered into an investor rights agreement which provides Archerwill with a right to match certain acquisition proposals received by the Company, pre-emptive rights allowing it to participate alongside common shareholders in future financings in order to maintain its ownership percentage moving forward, as well as certain other governance rights in respect of the Company.

Archerwill will be entitled to nominate two directors for appointment to the board of directors of the Company at its next shareholder meeting and for so long as Archerwill meets certain specified beneficial ownership thresholds of the Company's then issued and outstanding common shares or not less than \$1,000,000 of obligations under the Convertible Debenture remain outstanding.

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 Steven Pearce, Vice-President, Legal of Canada House Wellness Group Inc. at 1 844 638 8387 or spearce@canadahouse.ca.

Item 9. Date of Report

August 17, 2020.