

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company:

Greenrise Global Brands Inc. (formerly AMP Alternative Medical Products Inc.) (the "**Company**")
224 West 5th Avenue
Vancouver, British Columbia, V5Y 1J4

2. Date of Material Change:

The material change described in this report occurred on April 5, 2022.

3. News Release:

On April 5, 2022, the Company issued a news release through the facilities of Newswire disclosing the material change.

4. Summary of Material Change:

The Company announced that it had acquired (the "**Acquisition**") a 51% interest in CannaCare Health GmbH ("**CannaCare**") from the co-founders of CannaCare, Frank Otto and the Oplesch family (the "**CannaCare Shareholders**"), in consideration for, among other things, 5,000,000 (the "**Consideration Shares**") Class A Voting Common Shares without par value of the Company ("**Common Shares**").

5. Full Description of Material Change:

The Company announced that it had acquired a 51% interest in CannaCare from the CannaCare Shareholders in consideration for, among other things, the Consideration Shares, which are subject to an escrow hold period until March 28, 2024.

As additional consideration for the Acquisition, the Company made a cash payment of €250,000 to the CannaCare Shareholders, and will acquire a shareholder loan in the principal amount of €600,000, plus accrued interest of a €48,000 from Frank Otto in exchange for an unsecured convertible debenture in the principal amount of €648,000, bearing interest at 4% per annum (the "**Convertible Debenture**"). The principal amount of the Convertible Debenture is convertible into 4,471,200 units of the Company (the "**Units**"), with each unit being comprised of one Common Share and two common share purchase warrants (each, a "**Warrant**"). The first Warrant will entitle the holder thereof to acquire one Common Share at an exercise price of C\$0.35 with an expiry date of April 30, 2023, and the second Warrant will entitle the holder thereof to acquire one Common Share at an exercise price of \$0.50 with an expiry date of April 20, 2024. Frank Otto will also be appointed to the board of directors of the Company pending Canadian Securities Exchange approval.

Furthermore, the CannaCare Shareholders can earn: (i) a maximum aggregate amount of 2,000,000 Common Shares upon attainment of FY2022 sales of €4,000,000 and positive earnings before income; (ii) an additional maximum aggregate amount of 1,500,000 Common Shares upon attainment of FY2023 sales of €10,000,000 and positive earnings before income; and (iii) an additional cash payment in the aggregate amount of €1,000,000 depending on the achievement of certain EBITDA thresholders in FY2022.

Greenrise also has the exclusive option to purchase the remaining 49% of CannaCare from the CannaCare Shareholders for two years from the date of closing of the Acquisition.

6. Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

The following executive officer of the Company is knowledgeable about the material change and this report and may be contacted by any of the securities commissions respecting the material change and this report:

Alex Blodgett
Chief Executive Officer
Telephone: +1 (604) 689-7565

9. Date of Report:

April 18, 2022.