

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Global Wellness Strategies Inc.
(the "Company")
1100 – 1111 Melville St.
Vancouver, BC V6E 3V6

Item 2 - Date of Material Change

February 22, 2022

Item 3 News Release

A news releases was issued and disseminated on February 22, 2022 and filed on SEDAR (www.sedar.com) and with the CSE.

Item 4 Summary of Material Change

The Company has closed the first tranche of a non-brokered private placement with the issuance of 2,977,779 units of the Issuer ("Units") at a price of CAD \$0.30 per unit. Each Unit consists of one common share and one common share purchase warrant. Each whole warrant will entitle the holder to purchase, for a period of 3 years from the date of issue, one additional common share of the Issuer at an exercise price of CAD \$0.45.

The Company also issued 291,667 common shares for the settlement of current debts incurred to a consultant of the Company representing a total of \$52,500.

Item 5 Full Description of Material Change

See attached news release at Schedule "A"

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The following senior officer of the Company is knowledgeable about the material change and this report:

Meris Kott, CEO and Director
Email: info@globalwellnessstrategies.com
Phone: 604-484-0355

Item 9 Date of Report

February 25, 2022



Global Wellness Strategies Closes First Tranche of Non-Brokered Private Placement

Vancouver, British Columbia, February 22, 2022 – Global Wellness Strategies Inc. (CSE:GWS) (Frankfurt:O3X4) (OTCQB: GWSFF) (“Global” or the “Company”) is pleased to announce the first tranche closing of its non-brokered private placement (the “Offering”) for gross proceeds of \$588,500.

The securities sold pursuant to the Offering consist of 2,977,779 units of the Issuer (“Units”) at a price of CAD\$0.18 per unit. Each Unit consists of one common share and one common share purchase warrant. Each whole warrant will entitle the holder to purchase, for a period of 3 years from the date of issue, one additional common share of the Issuer at an exercise price of CAD \$0.30 per common share. The warrants are subject to an acceleration provision in favour of the Company in the event that the Shares trade on a recognized exchange at more than \$0.45 for a 14-day period, which can include days where no shares trade. No finder’s fees were paid in connection with the placement. In addition, the Company will also issue 291,667 common shares for the settlement of current debts incurred to a consultant of the Company representing a total of \$52,500. The Company will continue with the placement for an aggregate total of up to \$3 million.

The use of proceeds from this raise are to further the 100% acquisition of Cannvalate Pty Ltd subsidiary Shanti Therapeutics Pty Ltd based in Australia and their commencement of proof-of-concept clinical trial submissions, plus non-clinical studies for opening an IND (Investigational New Drug) File with the FDA. Funds will also be used for the establishment of a psychedelic prescribing clinic plus help to compensate the scientific executive team and for general and administrative expenses of Global Wellness Strategies Inc.

About Shanti Therapeutics

Shanti Therapeutics is a first-in-class biotech utilizing the neuromodulation properties of MDMA (aka Ecstasy) to pre-emptively treat preoperative pain. Shanti has commenced a path to their clinical trial in 22 healthy volunteers comparing the pain tolerance threshold in patients who have had exposure to a proprietary dose and formulation of MDMA. This proof-of-concept clinical study is to gauge the effect size of an increase in the pain threshold in subjects who have been pre-emptively treated with MDMA.

About Global Wellness Strategies

Global Wellness Strategies is a prospect generator that provides high growth companies with financial, operational, and management assistance in the fast-growing market for wellness consumer products. The focus of the Company is on global wellness, psychedelics, mycology, hemp and CBD, healthcare-related target companies.

For further information visit websites:

www.globalwellnessstrategies.com and www.shantitherapeutics.com

Or Contact Meris Kott CEO 604.484.0355 or email to info@globalwellnessstrategies.com

Further information about the Company is available on www.SEDAR.com under the Company’s profile.

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release. Certain statements contained in this release may constitute “forward-looking statements” or “forward-looking information” (collectively “forward-looking information”) as those terms are used in the Private Securities Litigation.