

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Global Care Capital Inc. (the “**Company**”)
789 West Pender Street, Suite 810
Vancouver, BC V6C 1H2

Item 2. Date of Material Change

June 5, 2020.

Item 3. News Release

News Release dated June 8, 2020 was disseminated via Globe News Wire and filed on SEDAR on June 8, 2020.

Item 4. Summary of Material Change

The Company has completed the acquisition of 70% of the issued and outstanding common shares of High Standard Health Care Ltd.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced further to its press release of June 3rd, 2020, the Company has acquired 70% of the issued and outstanding common shares of High Standard Health Care Ltd. (“**High Standard Health Care**”), a portfolio company founded by Dan Kriznic at High Standard Capital Corp., in exchange for securities of Global Care, (the “**Transaction**”).

Terms of the Transaction

The material terms of the Transaction are as follows:

- In consideration for the Transaction, Global Care issued an aggregate of 27,000,000 common shares of Global Care (the “**Consideration Shares**”) to High Standard Health Care shareholders at a deemed price of \$0.705 per Consideration Share and issued to High Standard Health Care shareholders an aggregate of 3,000,000 common share purchase warrants (the “**Consideration Warrants**”).
- Each Consideration Warrant permits the holder thereof to acquire one Global Care common share at a price equal to \$0.375 until June 5, 2021.

- There is no hold period for the Consideration Shares or the Consideration Warrants pursuant to applicable securities laws.

- In addition, Global Care will pay CDN\$5,000,000 payable in cash on hand or common shares (“**Performance Shares**”) at the discretion of Global Care at the time a Milestone Target (as defined below) is met for every CDN\$14,300,000 in gross revenue generated by High Standard Health Care effective upon High Standard Health Care reaching CDN\$21,430,000 in revenue (“**Milestone Targets**”) up to a maximum of CDN\$286,000,000 in gross revenue or 20 Milestone Targets on or before May 31st, 2025 for total value of up to CDN\$100,000,000 if all Milestone Targets are achieved.

- Global Care may issue up to 26,500,000 Payment Shares in satisfaction of met Milestone Targets.

Pat Gray (“**Gray**”), CEO and director of High Standard Health Care has been granted 1,000,000 stock options in Global Care at an exercise price of \$0.285 expiring June 5, 2025 and vesting immediately. Gray has founded and co-founded a number of companies including sCube, an e-licensing and e-discovery technology company, located in up-state New York that deals with many government organizations throughout the United States.

In association with the arms-length transaction, there is no change in management, or the Board of Directors of Global Care being contemplated at this time. No finder’s fees will be payable in association with the Transaction.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Alex Somjen, President & CEO
Telephone: 416-319-5744

Item 9. Date of Report

DATED at Vancouver, BC, this 9th day of June, 2020.