

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

June 2, 2021.

Item 3. News Release

News Release dated June 3, 2021 was disseminated via Globe News Wire and filed on SEDAR on June 3, 2021.

Item 4. Summary of Material Change

The Company has completed the acquisition of all of the issued and outstanding common shares of 1290369 B.C. Ltd. d/b/a CCM Technologies Inc.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that further to its press releases dated April 6th, 2021, April 22, 2021 and May 28, 2021 it has now completed the acquisition of all of the issued and outstanding securities in the capital of CCM Technologies Inc. (“**CCM**”) pursuant to the terms of an amended and restated share exchange agreement dated May 27, 2021 (the “**Agreement**”) among the Company, CCM and the shareholders of CCM (the “**Transaction**”). CCM is a cryptocurrency mining company with state-of-the-art ASIC chips. CCM will be hosting the miners with Compute North, an industry leader in digital infrastructure and blockchain hosting services in the United States. This marks the first step for Global Care’s Bitcoin mining expansion strategy in North America and highlights its focus on sustainability.

The 975 miners are composed of 195 Whatsminer M30S and 780 latest generation Antminer S19J Pro. The miners produce either 93 or 105 TH/s (Terahash per second) dependent on the model, adding a total of 100 PH/s (Petahash per second) to the Company’s hash rate with customized software. Installation of the S19J Pro is anticipated to begin in August in increments of 65 units per month until Q2 2022. The 195 Whatsminer M30S are anticipated to be installed in October 2021.

With the recent Bitcoin price increase in April to over \$60,000 USD, each batch of new ASIC miners has been in high demand, pushing acquisition and delivery dates out until 2022. CCM was able to secure purchase agreements at the nearest delivery dates while keeping prices below current industry averages.

CCM is an emerging player in the Canadian crypto currency mining sector with an experienced leadership and technology team. CCM Technologies recently raised CAD\$3M in funding from a group of investors including venture capital firm SchindlerAM Ventures.

In connection with closing of the Transaction and pursuant to the terms of the Agreement:

- In consideration for the Transaction, and on closing thereof, Global Care issued an aggregate of 94,170,001 common shares of Global Care (the “Consideration Shares”) to CCM shareholders at a deemed price of \$0.11 per Consideration Share and issued to CCM warrant holders an aggregate of 65,000,000 common share purchase warrants (the “Consideration Warrants”)

- Each Consideration Warrant permits the holder thereof to acquire one Global Care common share at a price of \$0.05 until March 1, 2023

- There is no hold period for the Consideration Shares or Consideration Warrants pursuant to applicable securities laws, however, 89,170,001 Consideration shares will be subject to voluntary hold periods (the “**Voluntary Restrictions**”) with 44,170,000 being released on the date that is 4 months from the closing of the Transaction (the “**Closing Date**”), being October 3rd, 2021, and an additional 7,500,000 being released on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Closing Date

- Pursuant to the terms of the Agreement, the Company has agreed to seek shareholder approval for the removal of the Voluntary Restrictions at a shareholders meeting to be held as promptly as reasonably practicable after the Closing Date

The Transaction is an arms-length transaction and no change in management, or the Board of Directors of Global Care is being contemplated at this time. The goal of the acquisition is to give Global Care shareholders further exposure to cryptocurrency mining infrastructure, which is the backbone and cornerstone of blockchain technology.

About Compute North

Compute North is the North American leader in TIER 0™ computing. The company provides efficient, low-cost, and highly scalable infrastructure for clients in the blockchain, cryptocurrency mining and the high-performance computing space. With operations in Texas, South Dakota, and Nebraska, Compute North brings a unique combination of data center, energy, and computing expertise to deliver the lowest cost computing in the world. For additional information, please visit www.computenorth.com.

About CCM Technologies Inc.

CCM Technologies Inc. is a digital asset technology company with a focus on providing infrastructure for the blockchain ecosystem and mining of cryptocurrencies.

Website: <https://ccm-technologies.com>

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, 2021.