

**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**

February 25, 2022

**Item 3. News Release**

The News Release dated February 28, 2022 was disseminated via Globe Newswire.

**Item 4. Summary of Material Change**

Global Care announced that it has entered into a convertible securities purchase agreement dated February 25, 2022, with Mirabel Capital, Ltd., an institutional investor, to raise up to US\$2,000,000, by way of the issuance by the Company of unsecured zero-coupon convertible securities with a 24-month term.

**Item 5.1 Full Description of Material Change**

Global Care announced that it has entered into a convertible securities purchase agreement dated February 25, 2022 (the “Agreement”) with Mirabel Capital, Ltd. (“Investor”), an institutional investor, to raise up to US\$2,000,000, by way of the issuance by the Company of unsecured zero-coupon convertible securities with a 24-month term (the “Convertible Securities”).

The proceeds from the issuance of the Convertible Securities will be used to fund the Company’s investment activities and for general working capital.

At the initial closing, the Investor will, for a purchase price of US\$600,000, purchase a Convertible Security from the Company with a principal amount of US\$744,000. The initial closing is expected to occur in the next two weeks. At a second closing, which will occur no later than eight months after the initial closing, the Investor will purchase a Convertible Security from the Company with a principal amount of US\$744,000 for a purchase price of US\$600,000. Finally, prior to the first anniversary of the initial closing, the Investor may purchase one or more Convertible Securities from the Company with an aggregate principal amount of up to US\$922,000 for an aggregate purchase price of up to US\$800,000.

Each Convertible Security will have a term of 24 months from the date of its issue and will be convertible into common shares of the Company (the “Shares”), in whole or in part, at the option of the Investor, at a closing price of the Shares on a date prior to the conversion notice date.

At the initial closing, the Company will issue 6,339,872 Shares to the Investor in satisfaction of a fee at a deemed price of \$0.05 per Share

**Item 5.2 Disclosure for Restructuring Transaction**

Not Applicable.

**Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable.

**Item 7. Omitted Information**

Not Applicable.

**Item 8. Executive Officer**

The following Executive Officer of the Company is available to answer questions regarding this report:

Hugh Maddin, Interim CEO, 604-687-2038

**Item 9. Date of Report**

March 2, 2022