

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Global Care Capital Inc. (“**Global Care**” or the “**Company**”)  
595 Howe Street, Suite 303  
Vancouver, BC V6C 2T5

**Item 2. Date of Material Change**

December 2, 2022.

**Item 3. News Release**

News Release dated December 6, 2022 was disseminated via Newsfile and filed on SEDAR on December 6, 2022.

**Item 4. Summary of Material Change**

The Company has completed the acquisition of all of the issued and outstanding common shares of MK Highway Corp.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced, further to its press release dated November 29, 2022, that it has now completed the acquisition (the “**Transaction**”) of all of the issued and outstanding securities in the capital of MK Highway Corp. (“**MK Highway**”) pursuant to the terms and conditions of a share purchase agreement dated November 29, 2022 (the “**Share Purchase Agreement**”) among the Company, MK Highway and the shareholders of MK Highway (the “**MK Highway Shareholders**”).

MK Highway holds an option to acquire 100% membership interests of Lavrium LLC (“**Lavrium**”), a Delaware limited liability company, pursuant to the terms and conditions of an option agreement, as amended, (the “**Amended Option Agreement**”) among MK Highway, Lavrium and the members of Lavrium (the “**Lavrium Members**”).

In connection with closing of the Transaction and pursuant to the terms of the Share Purchase Agreement and on the closing date, Global Care issued to MK Highway Shareholders an aggregate of 216,000,000 common shares of Global Care (the “**Consideration Shares**”) at a deemed price of \$0.05 per Consideration Share and an aggregate of 108,000,000 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 \$0.05 for a period of 24 months from the date of issuance. There is no hold period for the Consideration Shares or the Consideration Warrants pursuant to applicable securities laws.

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 Company plans to exercise the option pursuant to the terms of the Amended Option Agreement to acquire a 100% membership interests of Lavrium.

**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:

Hugh Maddin, Interim CEO  
Telephone: 416-319-5744

**Item 9. Date of Report**

DATED at Vancouver, BC, this 7<sup>th</sup> day of December, 2022.