

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

1. Name and Address of Company

VERTICAL PEAK HOLDINGS INC.
10TH FLOOR, 595 HOWE STREET
VANCOUVER BC V6C 2T5

2. Date of Material Change

May 1, 2023

3. News Release

A press release disclosing the material change was released on May 4, 2023, through the facilities of Newsfile Corp.

4. Summary of Material Change

On May 1, 2023, the Company continued from the federal laws of Canada to the laws of the province of British Columbia and adopted new articles and notice of articles.

On May 1, 2023, the Company changed its name from "*High Fusion Inc.*" to "*Vertical Peak Holdings Inc.*"

5. Full Description of Material Change

The Company completed its name change, which took effect at the open of market on May 5, 2023. The subordinate voting shares of the Company ("**SVS**") continue to trade on the CSE under the new ticker symbol "MJMJ". The new SVS CUSIP number is 92539R107 and the new ISIN is CA92539R1073. The multiple voting shares of the Corporation ("**MVS**") continue to be unlisted, and the new MVS CUSIP number is 92539R206 and the new ISIN is CA92539R2063.

At the Company's Annual and Special Shareholder Meeting, the Company's shareholders approved continuation of the Company from a company incorporated under the federal laws of Canada to a corporation continued under the laws of British Columbia, including the adoption of new articles and notice of articles.

No action is required by existing shareholders with respect to the continuance or the name change.

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

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, contact Michael Willetts, CFO at mwilletts@nutritionalhigh.com.

9. Date of Report

This report is dated at Toronto, this 10th day of May, 2023.

Cautionary Statement Regarding Forward-Looking Information

This material change report may contain forward-looking statements and information based on current expectations. These statements include statements regarding: statements regarding the development of the Corporation's business, timing of receiving certain regulatory approvals, ability of Neural to listing on the CSE in the timeframe anticipated by the management or at all. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. This forward-looking information reflects the Corporation's current beliefs and is based on information currently available to the Corporation and on assumptions the Corporation believes are reasonable. These assumptions include, but are not limited to: the ability of the Corporation to successfully execute its business plans and legal changes relating to the cannabis industry proceeding as anticipated.

The Corporation's securities have not been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or applicable state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. Persons", as such term is defined in Regulation S under the U.S. Securities Act, absent registration or an applicable exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful.

Additionally, there are known and unknown risk factors which could cause the Corporation's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained herein. Such risks and other factors may include, but are not limited to: general business, economic, competitive, political and social uncertainties; general capital market conditions and market prices for securities; the actual results of the Corporation's future operations; competition; changes in legislation affecting the Corporation; obtaining and maintaining regulatory approvals including acquiring and renewing U.S. state, local or other licenses, the uncertainty of existing protection from U.S. federal or other prosecution, regulatory or political change such as changes in applicable laws and regulations, including U.S. state-law legalization, market and general economic conditions of the cannabis sector or otherwise; the timing and availability of external financing on acceptable terms; lack of qualified, skilled labor or loss of key individuals; risks related to the COVID-19 pandemic including various recommendations, orders and measures of governmental authorities to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, service disruptions, quarantines, self-isolations, shelters-in-place and social distancing, disruptions to markets, economic activity, financing, supply chains and sales channels, and a deterioration of general economic conditions including a possible national or global recession; and a deterioration of financial markets that could limit the Corporation's ability to obtain external financing.

A description of additional risk factors that may cause actual results to differ materially from forward-looking information can be found in the Corporation's disclosure documents on the SEDAR website at www.sedar.com. Although the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. Readers are cautioned that the foregoing list of factors is not exhaustive. Readers are further cautioned not to place undue reliance on

forward-looking information as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

Forward-looking information contained in this press release is expressly qualified by this cautionary statement. The forward-looking information contained in this press release represents the expectations of the Corporation as of the date of this press release and, accordingly, are subject to change after such date. However, the Corporation expressly disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities law.

This material change report contains "forward-looking information" within the meaning of applicable securities laws relating to trading on the CSE and the focus of the Company's business. Any such forward-looking statements may be identified by words such as "expects", "anticipates", "intends", "contemplates", "believes", "projects", "plans" and similar expressions. Forward-looking statements in this material change report include statements regarding the Company's ability to increase the value of its current and future mineral exploration properties and, in connection therewith, any long-term shareholder value, the Company's ability to mitigate or eliminate risk, and the Company's intention to develop a portfolio of historic gold properties. Readers are cautioned not to place undue reliance on forward-looking statements. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that the Company will continue its business as described above. Readers are encouraged to refer to the Company's annual and quarterly management's discussion and analysis and other periodic filings made by the Company with the Canadian securities regulatory authorities under the Company's profile on SEDAR at www.sedar.com. The Company assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances or actual results unless required by applicable law.