

FORM 51-102F3

**MATERIAL CHANGE REPORT
PURSUANT TO SECTION 7 OF NATIONAL INSTRUMENT 51-102**

ITEM 1 **REPORTING ISSUER**

GLOBAL HEMP GROUP INC. (formerly Arris Holdings Inc.)
8338-120th Street
Surrey, BC V3W 3N4

ITEM 2 **DATE OF MATERIAL CHANGE**

April 7, 2014: distribution date.

ITEM 3 **NEWS RELEASE**

News Release closing the financing to any further subscribers was filed on SEDAR on April 4, 2014, and disseminated through news@stockwatch.com, news@baystreet.com and marketwired.com.

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

Private Placement for 3,000,000 units distributed April 7, 2014

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

Non-brokered Private Placement was closed on April 4, 2014 to any further subscribers. 3,000,000 common shares issued from treasury April 7, 2014. The Private Placement consisted of 3,000,000 units at a price of \$0.10 per unit for gross proceeds of \$300,000. Each Unit is comprised of one common share and one share purchase warrant, exercisable at \$0.15 per warrant share for two years. A finder's fee of \$9,880 will be paid for this private placement plus 98,800 Finders Warrants representing 8% of 1,230,000 units.

The securities are subject to a statutory hold period.

ITEM 6 **RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

N/A

ITEM 7 **OMITTED INFORMATION**

N/A

ITEM 8 **EXECUTIVE OFFICER**

Charles Larsen, President & CEO, Tel: 604 592 6881

ITEM 9 **DATE OF REPORT**

Dated at Surrey, B.C. this 10th day of April, 2014.