

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Trenchant Capital Corp. (the "Company")
Suite 1790 – 1066 West Hastings Street
Vancouver, BC V6E 3X1

Item 2 Date of Material Change

June 12, 2020

Item 3 News Release

News Release dated June 12, 2020 was disseminated via Stockwatch and BayStreet.

Item 4 Summary of Material Change

The Company announced that it is hereby providing written notice to the holders (the "**Series A Shareholders**") of its outstanding 3,281,250 Series A Preferred Shares (the "**Series A Shares**") that the Series A Shares will be converted effective June 19, 2020 (the "**Conversion Date**") into an aggregate of 3,281,250 common shares in the capital of the Company (each, a "**Conversion Share**") in accordance with the special rights and restrictions attached to the Series A Shares (the "**Conversion**").

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company is hereby providing written notice to the Series A Shareholders of the Conversion. The Series A Shares are not listed for trading on the TSX Venture Exchange and will be deemed cancelled, surrendered and returned to treasury at the time of Conversion. Share certificates representing the Conversion Shares will be delivered to the registered address for each Series A Shareholder on record with the Company.

Corporate Update

In connection with the conversion of the Series A Shares, the Company seeks to settle on the Conversion Date, an aggregate of \$191,829.64 in dividends on the Series A Shares which will become payable to the Series A Shareholders. The Company intends to enter into debt settlement and subscription agreements with each of the Series A Shareholders, and subject to approval of the TSXV, intends to settle the outstanding dividends by the issuance of an aggregate of 3,836,589 common shares at a deemed price of \$0.05 per share effective on the Conversion Date. These shares will be subject to a hold period expiring four months and one day from the date of issuance.

On June 11, 2020, the Company entered into a debt settlement and share transfer agreement with Hillcore Diversified Industries Ltd. ("**Hillcore**"). Hillcore was indebted to the Company pursuant to a loan that Hillcore was assigned by ABO Healthcare Limited Partnership in the principal amount of \$1,300,000 and \$279,649.32 on account of interest. Hillcore also owned 3,437,500 Series A Shares and was owed \$337,213.11 in dividends on such Series A Shares by the Company. Pursuant to the settlement agreement, Hillcore and the Company agreed to fully and finally settle the principal of the loan against the transfer of Hillcore's Series A Shares to the Company and to fully and finally settle the interest on the loan payable by Hillcore to the Company by setting this amount off against the dividends payable by the Company to Hillcore on the Series A Shares. Following the completion of this settlement on June 11, 2020, the Company cancelled the 3,437,500 Series A Shares it received from Hillcore and returned them to treasury.

The Company also intends to enter into a debt settlement and subscription agreement with Hybrid Financial Ltd. ("**Hybrid**"). Subject to approval of the TSXV, the Company will settle its indebtedness to Hybrid in the amount of \$24,966.79 pursuant to this settlement agreement by issuing 499,335 common shares to Hybrid at a deemed price of \$0.05 per share. These shares will be subject to a hold period expiring four months and one day from the date of issuance.

The Company's preliminary long form prospectus filed on February 24, 2020 has expired. The Company does not intend to pursue the offering of convertible debentures described in the prospectus at this time.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Eric Boehnke, CEO (604) 307-4274

Item 9 Date of Report

June 19, 2020