

**BC FORM 51-102F3**

Securities Act

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT**

**Item 1. Reporting Issuer**

Mojave Jane Brands Inc.  
Suite 2050 – 1055 West Georgia Street  
PO Box. 11121  
Vancouver, BC V6E 3P3

**Item 2. Date of Material Change**

March 29, 2021

**Item 3. News Release**

Issued on March 29, 2021 at Vancouver, BC, Canada.

**Item 4. Summary of Material Change**

Mojave Jane Brands Inc announces that pursuant to a directors' resolution and as announced by the Company on January 19, 2021, the Company will implement the share consolidation of its outstanding common shares on the basis of one (1) post-consolidation Common Share for every twenty-five (25) pre-consolidation Common Shares. The Company also announces a name change, from "Mojave Jane Brands Inc." to "Mojave Brands Inc.".

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

See attached press release.

**Item 6. Reliance on Section 85(2) of the Act**

N/A

**Item 7. Omitted Information**

None

**Item 8. Senior Officers**

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Peeyush Varshney  
Director  
(604) 684-2181

Satnam Brar  
Director  
(604) 684-2181

**Item 9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated this 29<sup>th</sup> Day of March, 2021

*“Peeyush K. Varshney”*

Peeyush K. Varshney

Name

Director

Position / Title

Vancouver, B.C.

Place of Declaration

**MOJAVE JANE BRANDS INC.**  
Suite 2050, 1055 W. Georgia St.  
P.O. Box 11121, Royal Centre  
Vancouver, British Columbia Canada V6E 3P3  
Telephone: 604 684-2181

*For Immediate Release*

Monday, March 29, 2021  
(No. 2021-03-03)

**MOJAVE JANE BRANDS INC. ANNOUNCES EFFECTIVE DATE FOR SHARE CONSOLIDATION AND NAME CHANGE**

VANCOUVER, B.C., March 29, 2021 – Mojave Jane Brands Inc. (CSE: JANE) (OTCQB: HHPHF) (FSE: OHCN) (“Mojave” or the “Company”) announces that pursuant to a directors’ resolution and as announced by the Company on January 19, 2021, the Company will implement the share consolidation (the “Share Consolidation”) of its outstanding common shares (the “Common Shares”) on the basis of one (1) post-consolidation Common Share for every twenty-five (25) pre-consolidation Common Shares. The Company also announces a name change, from “Mojave Jane Brands Inc.” to “Mojave Brands Inc.” (the “Name Change”).

The Name Change will be effective on Tuesday, March 30, 2021. It is anticipated that the post-consolidated common shares of the Company under the new name Mojave Brands Inc. will commence trading on the Canadian Securities Exchange or around Monday, April 5, 2021 under the symbol "MOJO". The new CUSIP number will be 608384103 and the new ISIN number will be CA6083841032. Following the Share Consolidation, the Company will have approximately 4,492,426 Common Shares issued and outstanding.

A Letter of Transmittal with respect to the Consolidation/Name Change will be mailed to all registered shareholders of the Company. All registered shareholders will be required to send their respective certificates representing the pre-consolidation Common Shares along with a properly executed letter of transmittal to the Company’s transfer agent, Computershare Trust Company of Canada (“Computershare”), in accordance with the instructions provided in the letter of transmittal. Additional copies of the letter of transmittal can be obtained through Computershare (Corporate Actions 1-800-564-6253 or by e-mail to [corporateactions@computershare.com](mailto:corporateactions@computershare.com)). All shareholders who submit a duly completed letter of transmittal along with their respective pre-consolidation share certificate(s) to Computershare, will receive a post-consolidation share certificate or Direct Registration Advice representing the post-consolidation shares and under the new name of the Company.

No fractional Common Shares will be issued upon the Share Consolidation. In the event a holder of Common Shares would otherwise be entitled to receive a fractional Common Share in connection with the Share Consolidation, the number of Common Shares to be received by such shareholder will be rounded down to the next whole number if that fractional Common Share is less than one half (1/2) of a Common Share, and will be rounded up to the next whole number of Common Shares if that fractional Common Share is equal to or greater than one half (1/2) of a Common Share.

The exercise or conversion price of, and the number of Common Shares issuable under, any convertible securities of the Company will be proportionately adjusted upon the completion of the Share Consolidation.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*“Peeyush Varshney”*

PEEYUSH VARSHNEY, LL.B  
Director

For more information about Mojave Jane, please contact:

[info@mojavejane.com](mailto:info@mojavejane.com)

*The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this release.*

*Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words “could”, “intend”, “expect”,*

*"believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, this release contains forward-looking information relating to the intention to complete the Share Consolidation and Name Change. This transaction is subject to a number of material risks, and there is no assurance that it will be completed on the terms or within the timeframes currently contemplated, or at all. The forward-looking information contained in this press release is made as of the date hereof and the Company is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.*