

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Aura Health Inc. (the “**Company**”)
77 King Street West, Suite 2905
Toronto, ON M5K 1H1

Item 2 Date of Material Change

October 26, 2018

Item 3 News Release

A news release was issued by the Company on October 29, 2018 through the newswire services of CISION and was filed under the Company’s profile on the System for Electronic Document Analysis and Retrieval.

Item 4 Summary of Material Change

The Company announced it has closed a non-brokered private placement offering on October 26th, 2018 of unsecured convertible debentures bearing interest at a rate of 10% per annum, payable quarterly in arrears, for gross proceeds of CAD\$400,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

A full copy of the news release may be found enclosed hereto at Schedule “A”.

The offering of unsecured convertible debentures was reviewed and approved by the board of directors of the Company.

The Company filed a material change report less than 21 days before the closing date as the terms of the offering were not known to the Company 21 days before the closing date.

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

Not applicable.

Item 8 Executive Officer

Daniel Cohen, Chief Executive Officer
Telephone: 1-647-202-1824

Item 9 Date of Report

November 2, 2018

SCHEDULE "A"



Aura Health Inc.

77 King Street West, Suite 2905

Toronto, ON M5K 1H1

October 29, 2018

AURA CLOSSES \$400,000 CONVERTIBLE DEBENTURE OFFERING

Toronto, Ontario – Aura Health Inc. (the "**Company**" or "**Aura**") (**CSE: BUZZ**) is very pleased to announce that it has closed a non-brokered private placement offering (the "**Offering**") on October 26th, 2018 ("**Closing Date**") of unsecured convertible debentures bearing interest at a rate of 10% per annum, payable quarterly in arrears (each a "**Debenture**", and together the "**Debentures**"), for gross proceeds of CAD\$400,000. The proceeds of the Offering will be used by the Company for general working capital requirements and general corporate purposes.

Each Debenture is convertible at the conversion price of \$0.365 (the "**Conversion Price**") into units (the "**Units**") consisting of one common share in the capital of the Company (each a "**Common Share**", and together the "**Common Shares**") and one-half of one common share purchase warrant (the "**Warrants**") exercisable at the conversion price of \$0.50 per Common Share for a period of 24 months from the date of issuance.

The Debentures are exercisable until October 26, 2020, or until such time that the Common Shares of the Company trade on the Canadian Stock Exchange for a period of 20 consecutive trading days at a price of \$0.60, upon which the Common Shares will automatically convert into Units at the Conversion Price.

The Debentures and any securities which may subsequently be issued in relation thereto are subject to a four month and one day hold period.

Daniel Cohen, Chief Executive Officer of the Company participated in the Offering, subscribing to a \$200,000 Debenture. Such participation is considered a related party transaction within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The related party transaction is exempt from minority approval, information circular, and formal valuation requirements pursuant to the exemptions contained in Sections 5.7(a) and 5.5(a) of MI 61-101, as neither the fair market value of the gross securities issued under the Offering nor the consideration paid by Daniel Cohen exceed 25% of the Company's market capitalization.

About Aura Health Inc.

Aura is building an international network of vertically-integrated cannabis assets. The company has LOIs in place to acquire the majority of two Israeli assets: HolyCanna, a cultivation and nursery license holder, and CannabiSendak, the builder of a network of high-profile dispensaries. Aura also owns a 30% interest in four medical marijuana clinics in the U.S. Sun Belt, with an option to increase its interest in three of the clinics to 51%.

For further information, please contact:

Daniel Cohen, CEO

Aura Health Inc.
(647) 202-1824

David Posner, Chairman

Aura Health Inc.
(647) 985-6727

Caution Regarding Forward-Looking Information:

THE CANADIAN SECURITIES EXCHANGE HAS NOT REVIEWED NOR DOES IT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

This news release may contain forward-looking statements and information based on current expectations. 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. Such statements include submission of the relevant documentation within the required timeframe and to the satisfaction of the relevant regulators, completing the acquisition of the applicable real estate and raising sufficient financing to complete the Company's business strategy. There is no certainty that any of these events will occur. Although such statements are based on management's reasonable assumptions, there can be no assurance that such assumptions will prove to be correct. We assume no responsibility to update or revise them to reflect new events or circumstances.

The Company'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 Company'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. All forward-looking information herein is qualified in its entirety by this cautionary statement, and the Company disclaims any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except as required by law.