

**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**

January 10, 2019

**Item 3            News Release**

A news release was issued by the Company on January 11, 2019 through the newswire services of GlobeNewswire 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 closed its previously announced non-brokered private placement raising gross proceeds of \$1,724,099.85 (the “**Offering**”). In connection with the Offering, the Company issued 11,493,999 units of the Company (each, a “**Unit**”). Each Unit was sold at a price of \$0.15 and was comprised of one common share in the capital of the Company and one-half of one common share purchase warrant, exercisable at \$0.25 for a period of 24 months from the Closing Date.

**Item 5            Full Description of Material Change**

**5.1            Full Description of Material Change**

A full description of the material change may be found in the news release enclosed hereto at Schedule “A”.

**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**

January 18, 2019

## SCHEDULE "A"



### Aura Announces Closing of Non-Brokered Private Placement

TORONTO, Jan. 11, 2019 -- Aura Health Inc. (the "**Company**" or "**Aura**") (**CSE:BUZZ**) is pleased to announce that on January 10, 2019 (the "**Closing Date**") it closed its previously announced non-brokered private placement raising gross proceeds of \$1,724,099.85 (the "**Offering**"). The Offering was upsized from \$1,500,000, as announced on January 8, 2019. The net proceeds from the Offering shall be used for general working capital and to advance the Company's involvement in two Israeli cannabis companies, HolyCanna and CannabiSendak.

Upon closing, the Company issued 11,493,999 units of the Company (each, a "**Unit**" and collectively, the "**Units**"). Each Unit was sold at a price of \$0.15 and was comprised of one common share in the capital of the Company (each a "**Common Share**") and one-half of one common share purchase warrant, exercisable at \$0.25 for a period of 24 months from the Closing Date.

#### Finder's Compensation

In connection with the Offering, the Company issued 122,160 non-transferable finders warrants (each a "**Finder's Warrant**") and paid a cash fee to finders in the amount of \$18,324. Each Finder's Warrant is exercisable at a price of \$0.25 to purchase one Common Share for a period of 24 months from the Closing Date.

#### Related Party Participation in the Offering

Daniel Cohen, Chief Executive Officer of Aura, subscribed to 400,000 Units and Howard Brass, Chief Operating Officer of Aura, subscribed to 100,000 Units (together, the "**Related Parties**"). Such participation is considered to be a related party transaction within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). However, this related party transaction is exempt from minority approval, information circular and formal valuation requirements pursuant to Sections 5.5(c) and 5.7(b) of MI 61-101, since:

- i. the Offering was a distribution of securities for cash;
- ii. neither the Company nor, to the knowledge of the Company after reasonable inquiry, the Related Parties, have knowledge of any material information concerning the Company or its securities that has not been generally disclosed; and
- iii. neither the fair market value of the Units distributed pursuant to the Offering nor the consideration paid by the Related Parties exceeded \$2,500,000.

All securities issued in connection with the Offering will be subject to a hold period of four months plus one day from the Closing Date. The Offering remains subject to the approval of the Canadian Securities Exchange.

#### About Aura Health Inc.

Aura is building an international network of vertically integrated cannabis assets. The Company holds convertible debt that converts to 54% equity of HolyCanna, a cultivation and nursery license holder in Israel, and has an LOI in place to acquire the majority of CannabiSendak, the builder of a network of high-profile dispensaries in Israel. 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 Hhealth 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.*