

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

May 24, 2019

Item 3 News Release

A news release (the “**News Release**”) with respect to the material changes described herein was issued by the Company on May 24, 2019 through the facilities of Globe Newswire and was filed under the Company’s profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”).

Item 4 Summary of Material Change

The Company engaged 686362 Ontario Corporation dba CanaCom Group (“**CanaCom**”) to design, develop and execute a company awareness program in order to help engage the online investor community into understanding the Aura Health investment opportunity.

See Schedule A for a copy of the News Release for additional information.

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

May 30, 2019

SCHEDULE “A”



Aura Initiates Investor Relations Strategy

NOT FOR DISTRIBUTION TO UNITED STATES NEWswire SERVICES OR FOR RELEASE, PUBLICATION, DISTRIBUTION OR DISSEMINATION DIRECTLY, OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES.

TORONTO, May 24, 2019 -- Aura Health Inc. (the “**Company**” or “**Aura**”) (**CSE:BUZZ**) is pleased to announce that it has engaged two firms to assist with an investor relations strategy for the Company. Adelaide Capital Markets (“Adelaide”) and CanaCom Group, the parent company of The Deep Dive (“**Deep Dive**”) will work closely with Aura’s management team to develop and implement a comprehensive marketing campaign.

Adelaide is a boutique, small-cap investor relations firm with significant relationships in both the institutional and retail landscapes in Canadian and U.S. markets.

Deep Dive which operates the website thedeepdive.ca has expertise in developing an investor following and marketing approach for undervalued stories for its clients in order to gain recognition and exposure in the Canadian capital markets.

Daniel Cohen, CEO of Aura, commented, “With the recent closing of our Pharmadrug acquisition in Germany and advancement of our HolyCanna project in Israel, we believe we have the required building blocks in place to develop a successful vertically integrated business in the quickly evolving Israeli and European medical cannabis markets. We look forward to working with Adelaide and Deep Dive to increase market awareness of our unique and exciting story.”

Under the terms of the engagements, Deep Dive has been retained for a 12-month term and will receive 300,000 common shares of the Company (the “**Common Shares**”) at a deemed price of \$0.22 per share and 400,000 common share purchase options of the Company (the “**Options**”), at an exercise price of \$0.22, expiring on May 24, 2021 and vesting 100,000 Options quarterly. Adelaide has been retained for a three-month term and will receive \$8,000 per month with 100,000 Options at an exercise price of \$0.22, expiring on May 24, 2021 and vesting immediately.

All securities issued in connection with the engagements of Deep Dive and Adelaide are subject to a statutory hold period of four months and one day from the date of issuance thereof.

About Aura Health Inc.

Aura Health is building an international network of vertically integrated cannabis assets. Through an established product line of cannabis-infused edible products and oil extracts, Aura is dedicated to building a high margin downstream business in the medical marijuana sector. The Company owns 80% of Pharmadrug, a German medical cannabis and pharmaceutical distributor, as well as debt that converts to 54% equity of HolyCanna, a cultivation and nursery license holder in Israel. Aura also has a binding letter of intent to purchase CannabiSendak, the builder of a network of high-profile dispensaries in Israel.

For further information, please contact:

Daniel Cohen, CEO Aura Health Inc. (647) 202-1824

David Posner, Chairman

Aura Health Inc. (647) 985-6727

Deborah Honig, Investor Relations

Adelaide Capital Markets (647) 203-8793

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 of Aura. 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 reference to Aura's marketing campaign, and the effectiveness of CanaCom, among others. 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, such as, but not limited to dependence on obtaining regulatory approvals, owning interests in companies or projects that are engaged in activities currently considered illegal under United States federal law; changes in laws; limited operating history, reliance on management, requirements for additional financing, competition, hindering market growth; regulatory and political change.

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.