

**Form 51-102F3**  
**Material Change Report**

**Item 1            Name and Address of Company**

Global Health Clinics Ltd. (the “Company”)  
200-460 Nanaimo Street  
Vancouver, BC  
V5L 4W3

**Item 2            Date of Material Change**

August 20, 2018, August 24, 2018 and August 29, 2018

**Item 3            News Release**

A news release was disseminated on August 27, 2018 through the facilities of Newswire.

**Item 4            Summary of Material Change**

The Company completed on August 24, 2018 its previously announced acquisition of Green Life Clinics Ltd. (the “Target”), through the amalgamation of the Target with a wholly owned subsidiary of the Company. On August 20, 2018, the Company changed its name to “Global Health Clinics Ltd.”

**Item 5            Full Description of Material Change**

The Company has completed its previously announced acquisition of the Target (the “Acquisition”). The Company completed a three-corner amalgamation with the Target and its wholly owned subsidiary 1125076 B.C. Ltd. (the “Amalgamation”), which was incorporated for the purposes of completing the Amalgamation.

Under the Amalgamation, the shareholders of the Target received one common share of the Company for each Target share held, resulting in the aggregate issuance of 18,600,000 common shares of the Company.

The Company previously paid to the Target \$3,225,000 in cash which funds were utilized by the Target to repay shareholder loans incurred in relation the Target’s acquisition of MCRCI Medicinal Cannabis Resource Centre Inc. (“MCRCI”) and Patient Access Pavilions Ltd.

The entity resulting from the Amalgamation is now a wholly owned subsidiary of the Company

The Company changed its name from Leo Resources Inc. to “Global Health Clinics Ltd.” on August 20, 2018.

The Company commenced trading on the Canadian Securities Exchange (“CSE”) on August 29, 2018 under the symbol “MJRX”.

Details of the Acquisition are contained in the Company's listing statement dated August 22, 2018 which has been filed on the Company's profile on [www.sedar.com](http://www.sedar.com) and the website of the CSE at [www.thecse.com](http://www.thecse.com).

Following the completion of the Acquisition, Usama Chaudhry resigned as President and Chief Executive Officer of the Company and as director and each of Konstantin Lichtenwald and Ken Tollstam resigned as a director.

Terry Roycroft, President and a founder of MCRCI has been appointed as the Company's President and CEO and Anthony Jackson has been appointed as the Company's Chairman. Adrian Makuch has been appointed as corporate secretary and Konstantin Lichtenwald remains as the Company's Chief Financial Officer

The Company's board of directors has been reconstituted and now comprises, Terry Roycroft, Anthony Jackson, David Schmidt, Sarah Donald, Stanley Iu, Stephanie Liu and Suzette Ramcharan.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

**Item 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8 Executive Officer**

Terry Roycroft is knowledgeable about the material change and the Report and may be contacted at (855) 537-6272.

**Item 9 Date of Report**

September 4, 2018