

GLOBAL HEALTH CLINICS LTD.

**NOTICE OF CHANGE IN CORPORATE STRUCTURE
PURSUANT TO SECTION 4.9 OF NATIONAL INSTRUMENT 51-102**

Item 1. Name and Parties to the Transaction

Global Health Clinics Ltd. (formerly Leo Resources Inc.) (the “**Company**”), 1125076 B.C. Ltd. (“**Subco**”) and Green Life Clinics Ltd. (the “**Target**”).

Item 2. Description of the Transaction

On August 24, 2018, the Company completed a three corner amalgamation with the Target and Subco (the “**Amalgamation**”), which was incorporated for the purposes of completing the Amalgamation. The Amalgamation was completed pursuant to the terms of an amalgamation agreement dated July 3, 2017, as amended (the “**Agreement**”).

Under the Amalgamation, the Target and Subco were amalgamated and 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 to the Target’s acquisition of MCRCI Medicinal Cannabis Resource Centre Inc. and Patient Access Pavilions Ltd.

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

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

As a result of the completion of the Amalgamation, the Company now has 49,438,911 issued and outstanding common shares. Assuming that all of the outstanding warrants of the Company were exercised, the Company would have 66,414,888 common shares outstanding on a fully diluted basis.

The common shares of the Company commenced trading on the CSE under its new symbol “MJRX”) on August 29, 2018,

Item 3. Effective Date of the Transaction

August 24, 2018

Item 4. Names of Each Party, if any, that Ceased to be a Reporting Issuer Subsequent to the Transaction and of Each Continuing Entity

No party ceased to be a reporting issuer upon completion of the Transaction, and the Company continues as a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

Item 5. Date of the Reporting Issuer's First Financial Year-End Subsequent to the Transaction

The Company's first financial year end subsequent to the completion of the Amalgamation will be July 31, 2019.

Item 6. The Periods of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year Subsequent to the Transaction

The interim periods for which interim financial statements are required to be filed subsequent to the Amalgamation will be the periods ended October 31, 2018, January 31, 2019 and April 30, 2019.

The period for which annual financial statements are required to be filed for the Company's first financial year subsequent to the Amalgamation is the period from August 1, 2018, being the commencement of the Company's financial year and ended July 31, 2019.

Item 7. Documents filed under NI 51-102 that Describe the Transaction

On May 9, 2017, the Company disseminated and filed on SEDAR a news release announcing the Transaction. On July 7 2017, the Company disseminated and filed on SEDAR a news release announcing the signing of the definitive agreement for the Transaction, being the Agreement. On August 10, 2018, the Company disseminated and filed on SEDAR a news release announcing the signing of an amending agreement which materially amended the Agreement. On August 27, 2018, the Company disseminated and filed on SEDAR a news release announcing the completion of the Amalgamation. The Company also filed on SEDAR, a Listing Statement of the Company dated August 22, 2018 in respect of the listing of its common shares on the CSE as a result of a fundamental change and providing the details of the Amalgamation.

DATED September 4, 2018

GLOBAL HEALTH CLINICS LTD.

By: "Terry Roycroft"
Terry Roycroft
President Chief Executive Officer and Director