

FORM 62-103F3

**REQUIRED DISCLOSURE BY AN ELIGIBLE
INSTITUTIONAL INVESTOR UNDER SECTION 4.5(d)**

Item 1 – Identity of the Eligible Institutional Investor

- 1.1 State the name and address of the eligible institutional investor.

MM Asset Management Inc. (“**MM Asset**”)
66 Wellington Street West
Suite 2707
Toronto, Ontario
M5K 1H6

MMCAP International Inc. SPC (“**MMCAP**”) is an investment fund advised by MM Asset.

Item 2 – Security and Reporting Issuer

- 2.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

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

This report relates to common shares (“**Shares**”) in the capital of the Issuer.

- 2.2 State the designation and number or principal amount of voting or equity securities of the reporting issuer in respect of which the report is being filed and the securityholding percentage of the eligible institutional investor in the class of securities.

As at the end of January 2019, MM Asset, on behalf of MMCAP, exercised control and direction over 3,615,300 Shares, representing approximately 7.31% of the Issuer’s 49,438,911 issued and outstanding Shares as reported in its management’s discussion and analysis dated December 28, 2018.

Item 3 – Statement of Eligibility

- 3.1 MM Asset is eligible to file reports under Part 4 of National Instrument 62-103.

DATED this 11th day of February, 2019.

MM ASSET MANAGEMENT INC.

By: “Hillel Meltz”
Hillel Meltz, President