

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

Item 1. **Name and Address of Company**

Global Health Clinics Ltd.  
400-837 West Hastings Street  
Vancouver, BC V6C 3N6

Item 2. **Date of Material Change**

June 5, 2020

Item 3. **News Release**

A news release dated June 5, 2020 concerning the material change was forwarded to Stockwatch for dissemination and was SEDAR filed with the British Columbia, Alberta and Ontario Securities Commissions and the Canadian Securities Exchange.

Item 4. **Summary of Material Change**

Global Health has issued 4,016,000 common shares to settle \$502,000 of outstanding debt at a deemed price of \$0.125. 1,100,000 common shares of which was issued to a director of the Company to settle \$137,000.

Item 5. **Full Description of Material Change**

See News release below

Item 6. **Reliance on Subsection 7.1(2) of National Instrument 51-102**

N/A

Item 7. **Omitted Information**

N/A

Item 8. **Executive Officer**

The following executive officer of the Company is knowledgeable about this report and the material change disclosed herein:

Jatinder Dhaliwal - CEO  
Tel: 1.855.537.6272

Item 9. **Date of Report**

June 5, 2020

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400-837 West Hastings Street  
Vancouver, BC V6C 3N6  
Tel: 1.855.537.6272

**NOT FOR DISSEMINATION IN THE UNITED STATES**

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**NEWS RELEASE**

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**June 5, 2020 – Vancouver, BC. - GLOBAL HEALTH CLINICS LTD. (the “Company”) (CSE: MJRX) Closes Shares for Debt**

Further to the new release dated May 26, 2020, the Company announces that it has closed the Shares for Debt (the “Shares for Debt”) transaction. The Company has issued 4,016,000 common shares of the Company at a deemed price of \$0.125 per share which settled an outstanding debt of \$502,000.

As part of the Shares for Debt transaction, the company has issued 1,100,000 shares of the total amount to settle debt of \$137,000.00 owed to a director of the Company.

Shares issued pursuant to this Shares for debt are subject to a four-month hold period from the closing date in accordance with applicable securities laws and, if required the policies of the Exchange.

*THE CSE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ACCURACY OR ADEQUACY OF THIS RELEASE.*

*This news release includes certain statements that may be deemed “forward-looking statements”. The use of any of the words “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “would”, “project”, “should”, “believe” and similar expressions are intended to identify forward-looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this News Release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in the Company’s disclosure documents which can be found under the Company’s profile on [www.sedar.com](http://www.sedar.com)*