

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

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

Global Health Clinics Ltd. (the “Company”)  
400-837 West Hastings Street  
Vancouver, BC V6C 3N6

Item 2. **Date of Material Change**

November 18, 2020 and November 19, 2020

Item 3. **News Release**

The Company issued a news release dated November 17, 2020 relating to the material change, which was disseminated through Stockwatch and subsequently filed on SEDAR.

Item 4. **Summary of Material Change**

On November 17, 2020, the Company entered into a definitive share purchase agreement with 2770914 Ontario Inc. (“H2H”) and the shareholders of H2H to acquire all of the issued and outstanding share capital H2H (the “Transaction”). H2H holds the ownership of Heart2Heart, a developmental stage application that assists with connecting and locating medical professionals in the areas of mental health. Users of Heart2Heart will also have the ability to connect with fellow users to discuss and build a community around mental health awareness.

The Company closed the Transaction on November 18, 2020 and issued 12,000,000 common shares at a deemed price of \$0.10 per share to the shareholders of H2H in exchange for every share of H2H that they held. In connection with the completion of the Transaction, the Company also issued 1,200,000 common shares to an arm’s length party who assisted with facilitating the Transaction.

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

See Item 4 above.

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 and this report:

Jatinder Dhaliwal - CEO  
Tel: 1.855.537.6272

Item 9. **Date of Report**  
November 19, 2020