

**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 27, 2020

Item 3. **News Release**

The Company issued a news release dated November 27, 2020 relating to the material change, which was disseminated through Stockwatch and subsequently filed on SEDAR.

Item 4. **Summary of Material Change**

On November 27, 2020, the Company announced that it has closed its previously announced (October 26, 2020) non-brokered private placement of 6,971,740 units (each, a "Unit"), at a price of \$0.115 per Unit, for gross proceeds of \$801,750.10.

Each Unit consists of one common share of the Company, and one share-purchase warrant entitling the holder to acquire an additional share at a price of \$0.14 per share for a period of twelve months following the date of issue.

In connection with the private placement, the Company has paid cash finders' fee of \$18,510.05 and issued 160,957 broker warrants at an exercise price of \$0.14 expiring twelve months from the date of issue. All securities issued in the offering are subject to a hold period expiring on March 28, 2021. The net proceeds from the private placement will be used for the development of the business, potential acquisitions, and general working capital purposes.

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**  
December 7, 2020