

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

CABBAY HOLDINGS CORP.
Suite 1735 Two Bentall Centre
555 Burrard Street
Vancouver, BC V7X 1M9

Item 2 Date of Material Change

August 14th, 2019

Item 3 News Release

News Released August 12th, through the Newswire dissemination services and subsequently filed on SEDAR with the securities commissions of British Columbia.

Item 4 Summary of Material Change(s)

CABBAY HOLDINGS ANNOUNCES ADDITION TO BOARD OF DIRECTORS

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See Schedule "A" Attached

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information.

Not applicable.

Item 8 Executive Officer

Douglas H. Unwin,
President & CEO
(604) 762-5355

Item 9 Date of Report

August 14th, 2019

SCHEDULE A



CABBAY HOLDINGS ANNOUNCES ADDITION TO BOARD OF DIRECTORS

VANCOUVER, BC, CANADA – August 14, 2019 – Cabbay Holdings Corp. (the “Company”) welcomes Tom Neumann to the board of directors.

Tom adds valuable cannabis cultivation and construction management expertise to the Issuers Board of Directors. Mr. Neumann, a serial entrepreneur, recently left the construction business and operates a farm in central Alberta. Tom spent over 2 decades as a contractor, his clients included the Department of National Defence Canada, Sobeys and Volkswagen. A passion for healthy living, Tom saw cannabis as a medication early in 2001 and is passionate about growing cannabis and received a federal licence three years ago to grow cannabis to treat arthritis and back pain. He also operates www.thegrowshow.ca, which features livestream demonstrations sharing Tom’s skills and knowledge of cannabis growing for new growers, including where to buy seeds, and what nutrients and lights to use. Tom is always working on new technologies in growing and breeding cultivars for specific applications

About Cabbay Holdings Corp.

The Company is a reporting issuer in British Columbia and has leased 5 acres on Enoch Cree First Nations lands near Edmonton Alberta to establish an outdoor cannabis cultivation facility. The Company plans to initiate the construction of its facility this fall.

The Company holds an agreement with ForwoRx Therapeutics Inc. for the development of a treatment for fibrosis and the development of a sublingual formulation of sildenafil citrate for erectile dysfunction and pulmonary arterial hypertension.

For further information, please contact:

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President & CEO
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FORWARD LOOKING STATEMENTS

Certain statements included in this press release constitute forward-looking information or statements (collectively, “forward-looking statements”), including those identified by the expressions “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend”, “may”, “should” and similar expressions to the extent they relate to the Company or its management. The forward-looking statements are not historical facts but reflect current expectations regarding future results or events. This press release contains forward looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors.

Readers should not place undue reliance on the Company’s forward-looking statements, as the Company’s actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company’s business, or if the Company’s estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that such forward-looking statements will materialize. The Company does not undertake to update any forward-looking information, except as, and to the extent required by, applicable securities laws.