

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

**ITEM 1 Name and Address of Corporation:**

**Medtractor Corp.** (the “Company”)  
Suite 1150, 707 – 7 Avenue SW  
Calgary, Alberta T2P 2H6

**ITEM 2 Date of Material Change:**

March 15, 2021

**ITEM 3 News Release:**

The news release was disseminated on March 16, 2021 and filed on SEDAR on March 16, 2021.

**ITEM 4 Summary of Material Change:**

The Company announced the closing of its previously announced non-brokered unit private placement.

**ITEM 5 Full Description of Material Change:**

The Company announces its non-brokered private placement of units (“Units”) announced on February 17, 2021 was oversubscribed and the Company raised gross proceeds of CDN\$1,815,000 (“Offering”). The Offering consisted of the issuance of an aggregate of 9,075,000 Units at a price of \$0.20 per Unit. Each Unit consists of one common share in the capital of the Company and one common share purchase warrant (“Warrant”), with each full Warrant entitling the holder to acquire one Common Share at a price of \$0.35 per Common Share for a period of 12 months from the closing of the Offering, subject to the accelerated expiry provision described below. If, on any 5 consecutive trading days occurring after four months and one day has elapsed following the closing date of the Offering, the closing sales price of the Common Shares (or the closing bid, if no sales were reported on a trading day) as quoted on the Canadian Securities Exchange (“Exchange”) is greater than CDN\$0.60 per Common Share, the Company may provide notice in writing to the holders of the Warrants by issuance of a press release that the expiry date of the Warrants will be accelerated to the 30<sup>th</sup> day after the date on which the Company issues such press release. In connection with the Offering, the Company paid eligible finders aggregate cash finders fees of approximately \$111,760 and issued 558,800 finders options to purchase Common Shares of the Company at an exercise price of \$0.35 per Common Share, within 12 months from the closing date of the Offering.

Proceeds from the Offering are expected to be used to fund the advancement of the Company’s proprietary SHAMAN AI-based mobile health platform designed to provide predictive opinions related to the potential of psychedelics in mental health treatment regimes.

The participation of certain directors and officers in the Offering constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company is relying upon the exemptions from the formal valuation and minority shareholder approval requirements pursuant to sections 5.5(b) and 5.7(1)(a), respectively, of MI 61-101 on the basis that the Company is not listed on a specified stock exchange and, at the time the Offering was agreed to, neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction insofar as it involves an interested party (within the meaning of MI 61-101) in the Offering, exceeds 25% of the Company's market capitalization calculated in accordance with MI 61-101.

The Offering is subject to all necessary regulatory approvals including acceptance from the Exchange. All securities issued in connection with the Offering will be subject to a four-month hold period from the closing date under applicable Canadian securities laws, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada.

**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:**

Further information relating to this Material Change Report may be obtained from:

James M. Durward, President and Chief Executive Officer  
Phone: (403) 689-3901

**ITEM 9            Date of Report:**

March 16, 2021

The foregoing accurately discloses the material change referred to in this report.