

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Australis Capital Inc.
190-376 Warm Springs Road
Las Vegas, NV
89119 USA

Item 2 Date of Material Change

April 7, 2022

Item 3 News Release

A news release dated June 3, 2022 was disseminated and subsequently filed on SEDAR.

Item 4 Summary of Material Change

Australis Capital Inc. completed a non-brokered private placement on April 7, 2022.

Item 5 Full Description of Material Change

Australis Capital Inc. (the “**Corporation**” or “**Australis**”), (CSE: AUSA) (OTCQB: AUSA), completed its non-brokered private placement offering of 17,369,217 common shares (each, a “**Share**”) at a deemed price of CAD\$0.095 per Share, representing deemed total proceeds of CAD\$1,650,085.12 in exchange for 25% equity in Golden Health Triangle, a Thailand-based hemp and cannabis development and manufacturing company.

The securities issued in connection with this private placement will be subject to a hold period under Canadian securities legislation which will expire four months and a day after the date of issuance.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Terry Booth
Chief Executive Officer
Tel: 800-898-0648

Item 9 Date of Report

June 3, 2022

This material change report contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian and the United States securities legislation. Statements contained herein that are not based on historical or current fact, including without limitation statements containing the words "anticipates," "believes," "may," "continues," "estimates," "expects," and "will" and words of similar import, constitute "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking information may include, but is not limited to, information concerning our Research and Development activities, the accuracy of our capital and operating cost estimates; production and processing estimates; the results, the adequacy of the Company's financial resources, and timing of development of ongoing research and development projects, costs and timing of future revenues or profits and adequacy of financial resources. Wherever possible, words such as "plans", "expects", "projects", "assumes", "budget", "strategy", "scheduled", "estimates", "forecasts", "anticipates", "believes", "intends", "targets" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative forms of any of these terms and similar expressions, have been used to identify forward-looking statements and information. Statements concerning future revenue or earnings estimates may also be deemed to constitute forward-looking information. Any statements that express or involve discussions concerning predictions, expectations, beliefs, plans, projections, objectives, assumptions, or future events or performance are not statements of historical fact and may be forward-looking information. Forward-looking information is subject to a variety of known and unknown risks, uncertainties, and other factors that could cause actual events or results to differ from those expressed or implied by the forward-looking information. Forward-looking information is based on the expectations and opinions of the Company's management on the date the statements are made. The assumptions used in the preparation of such statements, although considered reasonable at the time of preparation, may prove to be imprecise. We do not assume any obligation to update forward-looking information, whether as a result of new information, future events, or otherwise, other than as required by applicable law. For the reasons set forth above, prospective investors should not place undue reliance on forward-looking information.

The CSE has not approved or disapproved of the information contained herein.