

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Silo Wellness Inc. (“**Silo Wellness**” or the “**Company**”)
200 Consumers Road Suite 702
Toronto, ON
M2J 4R4

Item 2 Date of Material Change

The material change occurred on April 19, 2022.

Item 3 News Release

A press release in connection with the material change was issued on April 14, 2022, through Canadian newswires and filed on www.sedar.com under the Company’s profile and as attached hereto as Schedule “A”.

Item 4 Summary of Material Change

On April 19, 2022, the Company completed the closing of the issuance of its first tranche of convertible debentures (each, a “**Convertible Debenture**”). The Company has previously entered into a subscription agreement (the “**Subscription Agreement**”) with Global Tech Opportunities 14 (the “**Subscriber**”) on April 14, 2022, that provides for the issuance of such Convertible Debentures.

The Subscription Agreement provides a commitment to fund the Company with up to \$5,950,000 (the “**Total Commitment**”) by subscribing for \$7,300,000 in aggregate principal amount of Convertible Debentures, inclusive of the Commitment Fee (defined below), in twenty (20) tranches, each in the aggregate principal amount of \$350,000 (each, a “**Tranche**”). The Convertible Debentures are convertible upon notice at the lower of (i) the closing price of the Common Shares on the Canadian Securities Exchange at the time of delivery of the relevant conversion notice to the Company or on the maturity date of the Convertible Debentures; and (ii) \$0.05. The Convertible Debentures shall be subscribed for at a subscription price of eighty-five percent (85%) of the par value of the Convertible Debentures, and 41,650,000 warrants to purchase common shares in the capital of the Company and exercisable at \$0.05 shall be attached to the first Tranche.

In connection with the Subscription Agreement, the Company has agreed to pay the Subscriber a commitment fee of \$300,000 (the “**Commitment Fee**”), where \$150,000 shall be added to the principal amount of the Convertible Debentures issued in connection with each of the first two Tranches.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See the attached news release of the Company for a full description of the material change.

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

For further information with respect to this report, please contact Mike Arnold, President of the Company, at (541) 232-9112.

Item 9 Date of Report

April 27, 2022.

Schedule "A"

Psychedelics Company Silo Wellness Announces Financing Commitment of CAD\$5,950,000 in Convertible Debentures

TORONTO, Ontario, April 14, 2022 -- Silo Wellness Inc. ("**Silo Wellness**" or the "**Company**") (CSE: SILO) (OTCQB: SILFF) (FRA: 3K70), a leading global psychedelics company, is pleased to announce that Alpha Blue Ocean ("**ABO**"), is supporting the Company's growth with this new CAD\$5,950,000 financing arrangement. The Company entered into a subscription agreement (the "**Subscription Agreement**") with Global Tech Opportunities 14 (the "**Subscriber**"), that provides for the issuance of convertible debentures (each, a "**Convertible Debenture**"). The Company intends to use the proceeds to finance manufacturing of the Marley One brand for an existing purchase order and general working capital purposes. The Subscriber is an investment fund managed by Alpha Blue Ocean ("**ABO**").

"As a publicly-traded psychedelics company offering psychedelics to guests in Jamaica and functional mushroom products across the U.S. and U.K., we welcome this transaction and the opportunity to work with Alpha Blue Ocean," commented Douglas K. Gordon, Silo Wellness's CEO. "This new capital will allow us to strengthen our balance sheet and focus on shareholder value creation through the expansion of our business model and, most directly, the growth of our Marley One line of functional mushroom products."

"We are pleased to be Silo's financing partner to help the team's mission of providing psychedelic and functional mushrooms in Jamaica and beyond. With a strong brand such as Marley One, as well as access to capital through our facility, Silo can become an important global player in the functional mushroom market which saw a market value greater than USD 25 billion in 2020," said Amine Nedjai, ABO's CEO.

The Subscription Agreement provides a commitment to fund the Corporation up to \$5,950,000 (the "**Total Commitment**") by subscribing for \$7,300,000 aggregate principal amount of Convertible Debentures, inclusive of the Commitment Fee (defined below), in twenty (20) tranches, each in the aggregate principal amount of \$350,000 (each, a "**Tranche**"), convertible upon notice at the lower of (i) the closing price of the Common Shares on the CSE at the time of delivery of the relevant Conversion Notice to the Corporation (or, in the event of the automatic conversion of the Outstanding Principal upon the maturity of this Convertible Debenture, the Maturity Date); and (ii) \$0.05 (five cents); the Convertible Debentures shall be subscribed for at a subscription price of eighty-five percent (85%) of the par value of the Convertible Debentures. 41,650,000 warrants exercisable at \$0.05 shall be attached to the first Tranche.

In the event that the Conversion Price is greater than the lowest daily volume-weighted average price observed over a period of fifteen (15) trading days immediately preceding the date of the relevant conversion notice (or, where no conversion notice is given, the relevant maturity date of the Convertible Debentures) (the "**Theoretical Conversion Price**"), the Company will be required to pay the Subscriber a make whole amount to compensate the Subscriber for the difference between the actual conversion price and the Theoretical Conversion Price (each, a "**Make-Whole Amount**").

In connection with the Subscription Agreement, the Company has agreed to pay the Subscriber a commitment fee of \$300,000 (the "**Commitment Fee**"), where \$150,000 shall be added to the principal amount of the Debentures issued in connection with each of the first two Tranches. Additionally, before the second tranche is funded, a number of free trading shares must be lent to the Subscriber by certain shareholders pursuant to Share Lending Agreements that have already been executed by the relevant parties, and the Company shall have completed a twenty to one consolidation of the Common Shares.

Upon the occurrence of certain events of default or a change of control, as set forth in the Subscription Agreement, the Convertible Debentures may, at the discretion of the Subscriber, be redeemed in cash prior to the maturity at price equal to 105% of the principal amount then outstanding. The Subscription Agreement also contains provisions preventing the Company from issuing Convertible Debentures if the issuance of such Convertible Debentures would result in the Subscriber holding beneficial ownership or control of greater than 19.9% of the Common Shares (issued and outstanding). This financing is in lieu of the previously announced transaction with Orthogonal which has been terminated.

Further information regarding the financing can be found in the Subscription Agreement, which will be posted to the Company's SEDAR profile on www.sedar.com.

ABOUT SILO WELLNESS

Silo Wellness is a growth-oriented holding company focused on functional mushroom and psychedelic opportunities that benefit from a unified ecosystem and exceptional leadership. Founded in 2018 and headquartered in Toronto, Silo Wellness has operations in Jamaica and Oregon. Silo Wellness is a publicly-traded company on the Canadian (CSE: SILO) and Frankfurt (FRA: CK70) exchanges and trading on the OTCQB Venture Market (OTCQB: SILFF).

Silo Wellness offers a diverse and growing portfolio of functional mushroom products, psychedelic wellness retreats in Jamaica and Oregon, cultivation of psychedelic mushrooms and truffles in Jamaica, development of a brick-and-mortar smart shop in Jamaica, and intellectual property, focused initially on the commercialization of its metered-dosing psilocybin nasal spray.

In March 2021, Silo Wellness announced a multi-year licensing agreement with the family of legendary musician Bob Marley for the exclusive worldwide rights to brand, market and sell a distinct product line of functional and psychedelic mushrooms. The Marley One line of functional mushrooms is available at www.MarleyOne.com.

For more information about Silo Wellness, please visit www.silowellness.com.

For further information, please contact:

Silo Wellness Company Contact:

Mike Arnold, President

541-900-5871

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ABOUT ALPHA BLUE OCEAN

ABO was created in 2017 by Pierre Vannineuse, Hugo Pingray and Amaury Mamou-Mani. ABO is a young and dynamic investment fund manager with the mission of revolutionizing the financial industry by offering innovative financing solutions. ABO implements a direct, rational and efficient approach by offering alternative financing solutions. In other words, flexible solutions for listed companies also referred to as PIPEs (Private Investment in Public Equity). ABO has executed more than 80 transactions since its inception with financial engagements of more than €1.5 billion.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION: This news release contains “forward-looking information” and “forward-looking statements” (collectively, “forward-looking statements”) within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates, and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends” or variations of such words and phrases or stating that certain actions, events or results “may” or “could”, “would”, “might” or “will” be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. Forward-looking information may relate to anticipated events or results including, but not limited to the issuance of Convertible Debentures, the payment of any Make-Whole Amount, the future payment of the Debenture Commitment Fee, management's plans regarding Marley One and the performance of any purchase orders, and the Company’s future business plans. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, regulatory, political and social uncertainties and the potential impact of COVID-19. Such risks and uncertainties include, among others, the risk factors included in Silo Wellness’s continuous disclosure documents available on www.sedar.com. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Readers should not place undue reliance on the forward-looking statements and information contained in this news release. Silo Wellness assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.

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