

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Hemp for Health Inc.
Suite 750 – 580 Hornby Street
Vancouver, B.C. V6C 3B6

Item 2 Date of Material Change

February 25, 2022

Item 3 News Release

Issued in Vancouver, British Columbia on February 25, 2022, disseminated via Canada Stockwatch and Market News, and filed on SEDAR.

Item 4 Summary of Material Change

Hemp for Health Inc. (“HFH” or the “Company”) announced that it had entered into a binding letter agreement whereby it will engage a third party to host cryptocurrency mining activities on behalf of HFH. The decision to undertake a fundamental change (as such term is defined in the Canadian Securities Exchange Policy 8) involving a change of business of the Company, was triggered by an opportunity presented to the Board in the dynamic crypto industry.

Item 5

5.1 Full Description of Material Change

See attached news release as filed on SEDAR.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8 Executive Officer

Contact: Robert Eadie, President & CEO
Telephone: (604) 602-4935

Item 9 Date of Report

March 2, 2022



February 25, 2022

Trading Symbol: HFH

News Release

Hemp for Health Proposes to Mine for Cryptocurrency

Change of Business Triggered

Vancouver, British Columbia – Hemp for Health Inc. (CSE: HFH) (“HFH” or the “Company”) announces that it has entered into a binding letter agreement whereby it will engage a third party to host cryptocurrency mining activities on behalf of HFH. The decision to undertake a fundamental change (as such term is defined in the Canadian Securities Exchange Policy 8) involving a change of business of the Company, was triggered by an opportunity presented to the Board in the dynamic crypto industry.

Pursuant to the agreement dated February 22, 2022, HFH will initially acquire 150 Siacoin mining rigs for the aggregate purchase price of US\$525,000 from Enigma Data Technologies LLC, a Delaware based company (the “Provider”). The Company will then engage the Provider to set-up, host and operate the cryptocurrency mining activities, in exchange for which the Provider will receive 2,668,000 shares of HFH, at a deemed value of \$0.25 a share. HFH will be responsible for ongoing operating costs, to be at an all-in cost of US\$0.055 per kilowatt hour per mining rig. HFH may add additional mining rigs from time to time. The shares of the Company to be received by the Provider will be subject to a hold period of four months and one day, commencing on the day the shares are issued upon receipt of all required approvals.

The above transactions will result in a change of business for HFH, as such term is defined in CSE policies, in that HFH will be changing its business to mining for cryptocurrencies from growing and processing hemp into CBD products. The change of business is subject to the approval of the Canadian Securities Exchange (“CSE”) and the Company’s shareholders. In this regard, HFH anticipates it will obtain such approval by way of consent resolution.

HFH will prepare and file a Listing Statement in the form prescribed by the CSE.

The transactions with the Provider were negotiated at arm’s length. The shares issued to the Provider will be re-distributed by it to its shareholders, such that there will be no new control blocks or insiders created. There will be no change in the board of directors of HFH other than the appointment of a new director to replace the recently created vacancy (see below), and there will be no change of management. As such, no new escrow of any new or previously issued shares is expected to occur. Closing of the transactions is subject to a number of conditions precedent, including due diligence investigations, negotiation of a definitive agreement with the Provider, raising any required funds, and shareholders’ and CSE approvals; and there is no assurance all of the conditions will be satisfied.

In conjunction with HFH’s change of business, the Company will also be changing its name to more accurately reflect its new business focus.

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The Company also announces the resignation of Emiliano Vanni of Arezzo, Italy as a director of the Company. The Company thanks Emiliano for his years of service and invaluable assistance in Hemp for Health's business in Italy.

ON BEHALF OF THE BOARD

Signed "Robert Eadie"

Robert Eadie, President, Chief Executive Officer and Director

FOR FURTHER INFORMATION PLEASE CONTACT:

Telephone: 1-604-602-4935 ♦ Facsimile: 1-604-602-4936

Website: www.hempforhealth.eu

Contact: Robert Eadie

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

Completion of the above transactions is subject to a number of conditions, including Exchange acceptance and shareholder approval. The transactions cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Listing Statement to be prepared in connection with the transactions, any information released or received with respect to the change of business may not be accurate or complete and should not be relied upon. Trading in the securities of Hemp for Health Inc. should be considered highly speculative.

The Canadian Securities Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.