

Form 51-102F3

Material Change Report

Item 1 **Name and Address of Company**

Champignon Brands Inc. (the “Issuer”)
Suite 2300 - 1177 West Hastings Street
Vancouver, BC
V6E 2K3

Item 2 **Date of Material Change**

March 20, 2020

Item 3 **News Release**

The news release was disseminated through Globenewswire and was filed on SEDAR on March 20, 2020.

Item 4 **Summary of Material Change**

The Issuer announced it intends to begin a normal course issuer bid (the “NCIB”) to purchase up to an aggregate of 2,411,883 common shares, representing 5 percent of the issued and outstanding common shares as of the date of this release.

Item 5 **Full Description of Material Change**

Item 5.1 **Full Description of Material Change**

Please see the attached news release dated March 20, 2020.

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**

W. Gareth Birdsall
CEO & Director
T: +1 (778) 809-6664
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Item 9 **Date of Report**

March 20, 2020



champignon
B R A N D S

CHAMPIGNON BRANDS INC.

NEWS RELEASE

CHAMPIGNON BRANDS ANNOUNCES NORMAL COURSE ISSUER BID FOR COMMON SHARES OF THE CORPORATION

VANCOUVER, British Columbia, March 20, 2020 – Champignon Brands Inc. (“**Champignon**” or the “**Company**”) (CSE: **SHRM**) (FWB: **496**) (OTC: **SHRMF**), a health and wellness company specializing in the formulation of a suite of medicinal mushrooms and novel delivery platforms for the pharmaceutical and nutraceutical industries, is pleased to announce it intends to begin a normal course issuer bid (the “**NCIB**”) to purchase up to an aggregate of 2,411,883 common shares, representing 5 percent of the issued and outstanding common shares as of the date of this release.

The Company is taking this action because it believes that prevailing market conditions have resulted in Champignon’s shares being undervalued relative to the immediate and long-term value of its vertically integrated alternative medicine product range.

Pursuant to the NCIB, the Company may, if considered advisable, purchase the common shares through the facilities of the Canadian Securities Exchange (the “**CSE**”) and/or alternative trading systems, from time to time over the next 12 months.

Purchases may commence through the CSE and/or alternative trading systems on March 27, 2020, and will conclude on the earlier of the date on which purchases under the bid have been completed or March 27, 2021. All common shares purchased by the Company will be cancelled. Champignon has appointed PI Financial Corp. to co-ordinate and facilitate its NCIB purchases.

About Champignon Brands Inc.

Champignon Brands Inc. (CSE: SHRM) is a Canada-based company dedicated to the distribution of artisanal medicinal mushrooms infused products. The Champignon team is mandated with enhancing the health and wellness of millions of potential consumers through the distribution of a premium, mushroom-infused product suite. Champignon continues to be inspired by sustainability, as all of its eligible SKUs are organic, non-GMO and vegan certified. For more information, visit the company’s website at www.ChampignonBrands.com

ON BEHALF OF THE BOARD OF DIRECTORS

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The CSE and Information Service Provider have not reviewed and does not accept responsibility for the accuracy or adequacy of this release.

Forward-looking Information Cautionary Statement

Except for statements of historic fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements including, but not limited to delays or uncertainties with regulatory approvals, including that of the CSE. There are uncertainties inherent in forward-looking information, including factors beyond the Company's control. There are no assurances that the business plans for Champignon Brands described in this news release will come into effect on the terms or time frame described herein. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company's filings with Canadian securities regulators, which are available at www.sedar.com.