

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

May 11, 2020

Item 3 News Release

The news release was disseminated through Globenewswire and was filed on SEDAR on May 11, 2020.

Item 4 Summary of Material Change

The Issuer entered into an agreement with Canaccord Genuity Corp. ("Canaccord Genuity") and Eight Capital ("Eight" and together with Canaccord Genuity, the "Co-Lead Underwriters"), to purchase, on a bought deal private placement basis, 11,765,000 units of the Issuer (the "Units") at a price of \$0.85 per Unit (the "Issue Price") amounting to aggregate gross proceeds of \$10,000,250 (the "Offering").

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Issuer entered into an agreement with the Co-Lead Underwriters to purchase, on a bought deal private placement basis, the Offering of 11,765,000 Units at the Issue Price. Each Unit shall be comprised of one common share of the Issuer (a "Common Share") and one half of one common share purchase warrant of the Issuer (each whole warrant, a "Warrant"). Each Warrant shall be exercisable to acquire one Common Share at a price of \$1.15 per Warrant for a period of 24 months from the closing of the Offering.

The Offering will be conducted by a syndicate of underwriters (collectively, the "Underwriters") led by the Co-Lead Underwriters. The Issuer has granted the Co-Lead Underwriters an option (the "Underwriters' Option") to purchase up to an additional 5,882,500 Units at the Issue Price. The Underwriters' Option may be exercised in whole or in part upon written notice to the Issuer at any time up to 48 hours prior to the closing of the Offering.

The Issuer has agreed to pay the Underwriters a cash commission payable on the closing date of the Offering equal to 7.0% of the aggregate gross proceeds of the Offering (including proceeds from the exercise of the Underwriters' Option) and to issue the Underwriters warrants (the "Broker Warrants"), exercisable to acquire, within 24 months from the closing of the Offering, in the aggregate, that number of Units which is equal to 7.0% of the number of Units sold under the Offering (including Units sold upon exercise of the Underwriters' Option), at an exercise price per Broker Warrant equal to the Issue Price.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

The Offering is expected to close on or about June 11, 2020 or such other date as the Issuer and the Co-Lead Underwriters may agree, and is subject to certain closing conditions, including the approval of the securities

regulatory authorities and the Canadian Securities Exchange. The Company intends to use the net proceeds of the Offering for the Company's North American clinical expansion program and for general working capital purposes.

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

Matthew Fish
President and Secretary
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E: info@champignonbrands.com

Item 9 Date of Report

May 11, 2020