

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Halo Collective Inc. (the "**Corporation**")
77 King Street West, Suite 400
Toronto, Ontario, M5K 0A1

2. Date of Material Change

October 21, 2021.

3. News Release

A news release dated October 21, 2021, was disseminated through the facilities of CNW Newswire and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

4. Summary of Material Change

On October 21, 2021, the Corporation announced that it had entered into a third amended and restated promissory note (the "**Third A&R Promissory Note**") for a principal amount of up to C\$15 million.

5. Full Description of Material Change

5.1 Full Description of Material Change

On October 21, 2021, the Corporation entered into the Third A&R Promissory Note. The Third A&R Promissory Note amends and restates the second amended and restated promissory note (the "**Second A&R Promissory Note**") that the Corporation entered into with a private arm's-length lender, as previously disclosed in the Corporation's press release dated August 26, 2020.

The Third A&R Promissory Note extends the maturity date to October 20, 2022, subject to the Corporation's option to further extend such date by up to 12 months. All of the other terms and conditions contained in the Second A&R Promissory Note remain unchanged.

5.2 Disclosure for Restructuring Transaction

Not applicable

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For additional information please contact Philip van den Berg, Chief Financial Officer of the Corporation at (541) 646-5694 or philip@halocanna.com.

9. Date of Report

October 27, 2021.