

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

Premier Health Group Inc. (the “Company”)  
810 – 789 West Pender Street  
Vancouver, British Columbia  
V6C 1H2

**Item 2 Date of Material Change**

November 19, 2019

**Item 3 News Release**

The news release was disseminated on November 19, 2019 by way of the facilities of Stockwatch. Copies were also forwarded to the applicable Securities Commissions via SEDAR.

**Item 4 Summary of Material Change**

The Company announced that it will issue an aggregate of 510,000 common shares (the “Shares”) of the Company in consideration for services rendered.

**Full Description of Material Change**

**Item 5.1 Full Description of Material Change**

The Company announced that it will issue an aggregate of 510,000 common shares (the “Shares”) of the Company in consideration for services rendered.

Pursuant to the terms of a consulting agreement, a total of 450,000 Shares will be issued to MESMI Marketing Inc. in consideration for marketing advisory services provided to the Company. The common shares are being issued as a shares for services transaction, at a deemed price of \$0.35 per common share.

Pursuant to the terms of an advisory services agreement, a total of 60,000 Shares will be issued to Dr. David Ostrow in consideration for mentoring and advisory services provided to the Company. The common shares are being issued as a shares for services transaction, at a deemed price of \$0.35 per common share.

The Shares issued are subject to escrow and will be released on a monthly basis. The Company confirms that a new Control Person has not been created and that the Shares are also subject to a four month, plus one day hold period.

Please see the Company’s earlier news release dated November 19, 2019 for further information.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 5 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 6 Omitted Information**

Not applicable.

**Item 7 Executive Officer**

Mena Beshay  
Chief Financial Officer  
Telephone: (778) 370-1413

**Item 9 Date of Report**

November 19, 2019