

BC FORM 51-102F3

Securities Act

Material Change Report Under Section 7.1 of NI 51-102

**ITEM 1**      **Name and Address of Company**

Duckhorn Ventures Ltd. (the “Company”)  
1600 - 609 Granville Street  
P.O. Box 10068, Pacific Centre  
Vancouver, BC  
V7Y 1C3

**ITEM 2**      **Date of Material Changes**

September 19, 2021

**ITEM 3**      **News Releases**

A news release announcing the material change was disseminated on September 20, 2021 and subsequently filed on SEDAR.

**ITEM 4**      **Summary of Material Change**

On September 19, 2021, the Company entered into a definitive business combination agreement (the “**Agreement**”) among the Company, Helium Evolution Incorporated (“**HEI**”) and 2374154 Alberta Ltd. (“**Subco**”), a wholly-owned subsidiary of the Company, pursuant to which Duckhorn will acquire all of the issued and outstanding securities of HEI by way of a three-cornered amalgamation (the “**Amalgamation**”) involving HEI, Duckhorn and Subco. Upon completion of the Amalgamation, Duckhorn anticipates changing its name to Helium Evolution Incorporated (“**Resulting Issuer**”) or such other name as may be determined by the parties to the Agreement.

**ITEM 5**      **Full Description of Material Change**

On September 19, 2021, the Company entered into the Agreement among the Company, HEI and Subco, pursuant to which the parties will complete the Amalgamation. Upon completion of the Amalgamation, Duckhorn anticipates changing its name to Helium Evolution Incorporated or such other name as may be determined by the parties to the Agreement.

Completion of the Amalgamation is subject to a number of conditions including, without limitation, completion of a concurrent private placement for aggregate gross proceeds of a minimum of \$8.5 million, the approval of the TSX Venture Exchange to list the shares of the Resulting Issuer, the receipt of all requisite regulatory and shareholder approvals and other standard closing conditions.

**ITEM 6**            **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

This material change report is not being filed on a confidential basis.

**ITEM 7**            **Omitted Information**

No information has been omitted on the basis that it is confidential information.

**ITEM 8**            **Executive Officer**

The name and telephone number of the officer of the Company who is knowledgeable about the material change and the material change report is:

Jeff Barber  
Tel: 403-604-3401

**ITEM 9**            **Date of Report**

September 21, 2021

**Forward Looking Statements**

This material change report contains statements that constitute "forward-looking statements." Such forward looking statements involve known and unknown risks, uncertainties and other factors that may cause Duckhorn's actual results, performance or achievements, or developments in the industry to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential" and similar expressions, or that events or conditions "will," "would," "may," "could" or "should" occur.

Forward-looking statements in this document include statements regarding Duckhorn's expectations regarding the completion of the Amalgamation, its name change, regulatory approvals and other statements that are not historical facts. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors and risks include, among others:

- that there is no assurance that the parties will obtain the requisite shareholder and regulatory approvals for the Amalgamation;
- there is no assurance that the Amalgamation will close on the terms anticipated or at all;
- following completion of the Amalgamation, the combined company may require additional financing from time to time in order to continue its operations; financing may not be available when needed or on terms and conditions acceptable to the combined company;
- new laws or regulations could adversely affect the combined company's business and results of operations;

- stock markets have experienced volatility that often has been unrelated to the performance of companies. These fluctuations may adversely affect the price of the combined company's securities regardless of its operating performance.

When relying on Duckhorn's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and risks and other uncertainties and potential events. Duckhorn has assumed that the material factors referred to in the previous paragraphs will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors. Duckhorn undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

**THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS MATERIAL CHANGE REPORT REPRESENTS THE EXPECTATIONS OF THE COMPANY AS OF THE DATE HEREOF AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE THE COMPANY MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.**