

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Green Rise Capital Corporation (the “Company”)
Suite 301, 47 Colborne Street
Toronto, Ontario M5E 1P8

2. Date of Material Change

November 25 and 26, 2019

3. News Release

Press releases disclosing the material changes were issued by the Company through Newsfile Corp. on November 26, 2019 and November 29, 2019 and subsequently filed on www.sedar.com.

4. Summary of Material Change

The Company announced the resignation of Sandy Basolini from the Company’s board of directors effective November 26, 2019 and the appointment of RSM Canada LLP as the Company’s new auditor effective November 25, 2019.

5. Full Description of Material Change

On November 26, 2019, the Company announced that Sandy Basolini had resigned as a director from the Company’s board of directors effective November 26, 2019.

On November 29, 2019, the Company announced that RSM Canada LLP (“**RSM**”) was appointed by the Company’s board of directors as the Company’s auditor effective November 25, 2019 until the next annual general meeting. At the request of the Company, the former auditor, PricewaterhouseCoopers LLP (“**PwC**”), resigned effective November 25, 2019. There were no reservations in PwC’s audit reports for any period and ending at the date of their resignation. There are no “reportable events”, as defined in National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”), between the Company and PwC. In accordance with NI 51-102, the notice of the change of auditor, together with the required letters from RSM and PwC, have been reviewed by the board of directors of the Company and filed on the Company’s profile on SEDAR (www.sedar.com).

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

Not applicable.

7. Omitted Information

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

8. Executive Officer

For further information please contact:

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Chief Executive Officer
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9. Date of Report

December 6, 2019