

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Choom Holdings Inc. (“**Choom**” or the “**Company**”)
350-409 Granville Street
Vancouver, BC V6C 1T2

2. **Date of Material Change**

December 10, 2018

3. **News Release**

The news release was disseminated through CNW Group and filed on SEDAR.

4. **Summary of Material Change**

Choom announced Completion of Acquisition of Clarity Cannabis Medical Centre

5. **Full Description of Material Change**

Choom™ (CSE: CHOO; OTCQB: CHOOF) (the “**Company**” or “**Choom**”) announced that effective December 10, 2018, the Company has closed the acquisition (“**Acquisition**”) of all of the issued and outstanding securities of Clarity Cannabis Medical Centre Inc., 1165962 B.C. Ltd., Western Cannabis Coaching Centre Ltd. and Universal Cannabis Coaching Inc., together doing business as “Clarity Cannabis Medical Centre”.

In consideration for all of the issued and outstanding securities of Clarity Cannabis Medical Centre, the Company issued an aggregate of 1,915,973 common shares in the capital of the Company (“**Choom Shares**”) and an aggregate of \$100,002 in cash to the shareholders of Clarity Cannabis Medical Centre. A portion of the Choom Shares issued to certain shareholders of Clarity Cannabis Medical Centre are subject to escrow.

One director of the Company received Choom Shares and cash as part of the Acquisition, which constituted a “related party transaction” within the meaning of Multilateral Instrument 61-101-Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The issuance to the insider is exempt from the formal valuation and the minority shareholder approval requirements of MI 61-101 as the consideration paid by the insider did not exceed 25% of the Company’s market capitalization.

Upon completion of the Acquisition, Clarity Cannabis Medical Centre became a wholly-owned subsidiary of the Company.

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

This report is not being filed on a confidential basis.

7. **Omitted Information**

No information has been omitted in respect of the material change.

8. **Executive Officer**

For further information, please contact:
Chris Bogart, President/CEO
Telephone: 604-683-2509

9. **Date of Report.**

December 18, 2018