

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

1. **Name and Address of Company**

Delic Holdings Inc. (the "**Company**" or "**Delic**")  
885 West Georgia St, Suite 1400  
Vancouver, BC V6C 3E8, Canada

2. **Date of Material Change**

June 3, 2021

3. **News Release**

A news release was disseminated on June 8, 2021 via Newswire.

4. **Summary of Material Change**

On June 3, 2021, the Company signed a definitive agreement to acquire Ketamine Infusion Centers LLC ("**KIC**"). The Company will acquire all of the issued and outstanding shares of KIC from its shareholders in a reverse triangular merger for a purchase price of USD \$3,050,000 to be paid as follows: (i) USD \$2,250,000 in consideration shares to be issued on the closing date; and (ii) USD \$800,000 in consideration shares to be issued on the date KIC's Bakersfield, California clinic achieves a net profit in three consecutive months in the twelve months following the closing date, while achieving minimum revenues of USD \$125,000 in the same three month period plus certain amounts, if any, to be earned by each of Sonny Diaz, Rogelio Monzon, and Ganesh Acharya, pursuant to a respective Milestone Agreement (as defined below).

5.1 **Full Description of Material Change**

On June 3, 2021, the Company, a psychedelic wellness platform, signed a definitive agreement (the "**Agreement**") to acquire KIC. KIC is a limited liability corporation formed under the laws of Arizona, which owns and operates two ketamine infusion treatment clinics, one in Phoenix, Arizona and the other in Bakersfield, California (the "**Transaction**"). Supported by clinical trials and peer reviewed studies, ketamine infusions have emerged as a promising treatment option for chronic diseases and pain disorders. The successful completion of the Transaction will bring a physical retail footprint to the Company ecosystem where it can leverage its IP, product development and audience capture through its various leading media properties.

By acquiring KIC, the Company expands from its hub of psychedelic education, media, and information properties and licensed lab and IP company (CBDV) to the ability to provide patients with psychedelic therapy. The Company is uniquely positioned to bring digital awareness to its various holdings under the Company umbrella, and drive online users to brick and mortar clinics.

The Company will acquire all of the issued and outstanding shares of KIC from its shareholders in a reverse triangular merger for a purchase price of USD \$3,050,000 (the "**Purchase Price**") to be paid as follows: (i) USD \$2,250,000 in consideration shares to be issued on the closing date (the "**Closing Date Payment**"); and (ii) USD \$800,000 in consideration shares to be issued on the date KIC's Bakersfield, California clinic achieves a net profit in three consecutive months in the twelve months following the closing date, while achieving minimum revenues of USD \$125,000 in the same three month period (the "**Bakersfield Milestone Payment**") plus certain amounts, if any, to be earned by each of Sonny Diaz, Rogelio Monzon, and Ganesh Acharya, pursuant to a respective Milestone Agreement (as defined below). The Closing Date Payment will be satisfied by the Company's issuance to the KIC shareholders of the number of consideration shares equal in value to the Closing Date Payment amount, issued at a price per share equal to the higher of (a) the ten

(10) trading day volume weighted average price ("**VWAP**") of such consideration shares on the Canadian Securities Exchange (the "**Exchange**") on the trading day immediately prior to the closing date.

Each of Sonny Diaz, Rogelio Monzon, and Ganesh Acharya also entered into a milestone agreement (the "**Milestone Agreement**") whereby they may each receive their pro rata proportion of an amount equal to USD\$150,000 for each new clinic opened by KIC that is cash flow positive for three consecutive months after opening while achieving minimum revenues of USD\$175,000 in those three consecutive months (each a "**New Clinic Milestone**") subject to certain conditions of continued employment or engagement with KIC. Such additional consideration to satisfied by the Company's issuance of additional consideration shares at a price per share equal to the ten (10) trading day VWAP of the consideration shares on the Exchange on the trading day prior to the date the New Clinic Milestone is reached.

**5.2 Disclosure for Restructuring Transactions**

Not Applicable.

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

Not Applicable.

**7. Omitted Information**

Not Applicable.

**8. Executive Officer**

For further information, contact Mathew Lee, Chief Financial Officer of the Company at 1-604-862-7953.

**9. Date of Report**

June 14, 2021

**Advisory**

*This material change report contains forward-looking information within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute forward-looking statements within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information or forward-looking statements contained herein may include, but are not limited to, completion of the Transaction, satisfaction of the milestones relating to KIC, information concerning anticipated continued growth in the health and wellness sector (and, in particular, related to psychedelics), the continued emergence of psychedelics from stigmas, the ability of the Company to maintain sensible messaging, the ability of the Company to avoid dogmatic practices and binary rhetoric, the ability of the Company to successfully achieve business objectives, and expectations for other economic, business and/or competitive factors.*

*By identifying such information and statements in this manner, the Company is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such information and statements. In addition, in connection with the forward-looking information and forward-looking statements contained in this material change report, the Company has made certain assumptions.*

*Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information and statements are the following: the ability to consummate the Transaction; the potential impact of the announcement or consummation of the Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; compliance with extensive government regulation; and the diversion of management time on the Transaction.*

*Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward-looking information or statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.*

*Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this material change report are made as of the date of this report, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice.*