FORM 51-102F3
MATERIAL CHANGE REPORT

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

Pathway Health Corp. (formerly Colson Capital Corp.) ("**Pathway**" or the "**Corporation**")
10 Four Season Place, 5th Floor
Etobicoke, ON M9B 6H7

ITEM 2. ***Date of Material Change***

May 31, 2021.

ITEM 3. ***News Release***

A press release was disseminated on May 31, 2021.

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

On May 31, 2021, the Corporation announced that it received conditional approval from the TSX Venture Exchange (the "**TSXV**"), and had completed the Corporation's "Qualifying Transaction", as such term is defined in TSXV Policy 2.4 (the "**CPC Policy**"). The conditional acceptance is valid for a 90 day period from May 27, 2021.

The TSXV has also approved the filing of Colson's filing statement dated May 31, 2021 (the "**Filing Statement**"), prepared in connection with the Qualifying Transaction.

ITEM 5.1 ***Full Description of Material Change***

Qualifying Transaction

The Corporation closed its Qualifying Transaction, pursuant to which the Corporation acquired all of the issued and outstanding shares of Pathway Health Services Corp. (formerly Pathway Health Corp.) ("**Old Pathway**") in exchange for common shares in the capital of the Corporation. As a result of the Transaction, Old Pathway became a wholly-owned subsidiary of the Corporation.

Name Change and Consolidation

Prior to the Qualifying Transaction, the Corporation consolidated its issued and outstanding common shares on a 2.941 to 1 basis (each post-consolidation common share, a "**Common Share**") and changed its name from "Colson Capital Corp." to "Pathway Health Corp."

Board and Management Changes

In connection with the Transaction, the Corporation's incumbent board of directors was reconstituted and is now comprised of the following individuals: Michael Steele, Kenneth Howling, Alison Wright and Ken Yoon. Additionally, the board has appointed Ken Yoon as Chief Executive Officer and Corporate Secretary, Aura Balboa as Chief Financial Officer, Wayne Cockburn as President, Kim Wei as Chief Commercial Officer, Renee John as Vice President – Clinic Operations, and Pram Sandhu as Vice President – Pharmacy Programs and Regulatory Affairs.

Capital Structure

An aggregate of 90,252,819 Common Shares were issued in connection with the Qualifying Transaction, including 27,600,000 Common Shares to former holders of subscription receipts of Old Pathway. Upon completion of the Qualifying Transaction, there are 93,108,990 Common Shares issued and outstanding.

TSXV Approval and Listing

Final acceptance of the Qualifying Transaction will occur upon the issuance of the Final Exchange Bulletin by the TSXV. Subject to final acceptance by the TSXV, the Common Shares are expected to commence trading on the Exchange under the symbol "PHC" on or about June 10, 2021, and the Corporation will be classified as a Tier 2 issuer pursuant to TSXV policies.

ITEM 5.2 ***Disclosure for Restructuring Transactions***

For additional information concerning the Qualifying Transaction and the foregoing matters, including the entities involved in the Qualifying Transaction, please refer to the Corporation's Filing Statement, available on the Corporation's SEDAR profile at www.sedar.com.

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

Not applicable.

ITEM 7. ***Omitted Information***

Not applicable.

ITEM 8. ***Executive Officer***

The name and business number of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Wayne Cockburn
President
(905) 505-0770

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

June 7, 2021