FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Hoist Capital Corp. (the "Corporation")
Suite 2200, 425 1st Street S.W.
Calgary, Alberta T2P 3L8

2. Date of Material Change

June 24, 2022

3. News Release

A press release was disseminated on June 24, 2022 via Newswire.

4. Summary of Material Change

The Corporation announced the closing of its previously announced Qualifying Transaction with the Hemshire Group, Inc. ("Hempshire") under Policy 2.4 of the TSX Venture Exchange (the "Exchange").

5.1 Full Description of Material Change

The Corporation announced closing of the merger with Hempshire. The Corporation also announced that the terms of the Qualifying Transaction and the business and affairs of Hempshire and the resulting issuer were described in an Exchange form of Filing Statement filed on SEDAR. The Corporation announced that the resulting issuer's shares were expected to commence trading on the Exchange under the stock symbol HMPG on the week of July 4, 2022.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

7. Omitted Information

N/A

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

Arif Shivji
President and CEO
Email: arif.shivji@shivjicfoservices.com

9. Date of Report

June 29, 2022