

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

Item 1 – Name and Address of Company

SOL Global Investments Corp. (the “Corporation”)
100 King Street West
Suite 5600
Toronto, Ontario, M5X 1C9

Item 2 – Date of Material Change

August 1, 2020

Item 3 – News Release

A press release disclosing the material change was issued by the Corporation on August 7, 2020 through the services of BusinessWire.

Item 4 – Summary of Material Change

On August 7, 2020, the Corporation announced the appointment of Mr. Olivier Centner to the Corporation’s board of directors (the “Board”) and the resignation of Mr. Roger Rai from the Board. Mr. Centner’s appointment to the Board is subject to the approval of the Canadian Securities Exchange.

Item 5 – Full Description of Material Change

5.1 – Full Description of Material Change

On August 7, 2020, the Corporation announced the appointment of Mr. Olivier Centner to the Board and the resignation of Mr. Roger Rai from the Board. Mr. Centner’s appointment to the Board is subject to the approval of the Canadian Securities Exchange.

5.2 – Disclosure for Restructuring Transactions

Not applicable.

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

Paul Kania
Chief Financial Officer – (212) 729-9208

Item 9 – Date of Report

August 10, 2020.

Cautionary Statements

This report contains "forward-looking information" within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking information. In some cases, forward-looking information can be identified by words or phrases such as "may", "will", "expect", "likely", "should", "would", "plan", "anticipate", "intend", "potential", "proposed", "estimate", "believe" or the negative of these terms, or other similar words, expressions and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy. The forward-looking information contained herein includes the receipt of approval of the Canadian Securities Exchange for the appointment of Olivier Centner as a director of the Corporation.

By their nature, forward-looking information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of factors, including known and unknown risks, many of which are beyond the Corporation's control, could cause actual results to differ materially from the forward-looking information in this report including, without limitation: general economic, market or business conditions; future litigation; any failure on the part of the Corporation to execute its strategic plans; and any further impacts to the business and operations of the Corporation as a result of the COVID-19 epidemic.

Other risk factors include, but are not limited to: the Corporation's ability to comply with all applicable governmental regulations in a highly regulated business; investing in target companies or projects which have limited or no operating history or are engaged in activities currently considered illegal under US federal laws; changes in laws; limited operating history; reliance on management; requirements for additional financing; competition; inconsistent public opinion and perception regarding the medical-use and adult-use marijuana industry; and regulatory or political change. Additional risk factors can also be found in the Corporation's continuous disclosure documents which have been filed on SEDAR and can be accessed at www.sedar.com.

Readers are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking information. The forward-looking information contained herein is made as of the date of this report and is based on the beliefs, estimates, expectations and opinions of management on the date such forward-looking information is made. The Corporation undertakes no obligation to update or revise any forward-looking information, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.