

FORM 51-102F3

MATERIAL CHANGE REPORT UNDER SECTION 7.1(1) OF NATIONAL INSTRUMENT 51-102

1. Name and Address of Company

Lifeist Wellness Inc. (the “**Company**”)
666 Burrard St #2500
Vancouver, BC V6C 2X8

2. Date of Material Change

November 21, 2024.

3. News Release

A news release dated November 21, 2024 announcing the material change described herein was released through GlobeNewswire in Toronto, Ontario and was filed on the System for Electronic Document Analysis and Retrieval (“**SEDAR+**”).

4. Summary of Material Change

On November 21, 2024, the Company announced that Andrea Judge was appointed the Chief Executive Officer of the Company to replace Meni Morim and also joined the Board of Directors of the Company. A copy of the news release announcing the same is attached as Schedule A hereto and is available under the Company’s profile on SEDAR+ at www.sedarplus.ca.

5. Full Description of Material Change

5.1 Full Description of Material Change

See news release attached as Schedule “A” hereto.

5.2. Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The following is the name and telephone number of an executive officer of the Company who is knowledgeable about the material change and this report.

Andrea Judge
Director and Chief Executive Officer
1-888-291-8311
info@lifeist.com

9. Date of Report

November 21, 2024.

Schedule A



Lifeist Appoints Andrea Judge as Chief Executive Officer and Joins the Board of Directors

TORONTO, November 21, 2024 -- Lifeist Wellness Inc. ("Lifeist" or the "Company") (TSXV: LFST) (FRANKFURT: M5B) (OTCMKTS: LFSWF), a health-tech company that leverages advancements in science and technology to support wellness in innovative ways, is pleased to announce the appointment of Andrea Judge as Chief Executive Officer of Lifeist Wellness Inc. effective today. Andrea, the current CEO of Lifeist's subsidiary Mikra Cellular Sciences Inc. ("Mikra") since July 2024, will now lead Lifeist in its entirety. In addition, Ms. Judge has been appointed to the Board of Directors of the Company.

Andrea brings a proven track record of leadership, having demonstrated the necessary skills, acumen, and experience to lead Lifeist into its next phase of growth. Her extensive background in sales, marketing, and executive management, coupled with her entrepreneurial mindset, uniquely positions her to take on this expanded role. Prior to joining Lifeist, Andrea advanced through senior positions in the medical aesthetics industry and began her career in marketing at Red Bull. Her comprehensive industry background, combined with a passion for health and wellness, entrepreneurial spirit, and inspiring leadership experience, make her exceptionally well-suited to lead Lifeist as the Company embarks on its newly focused growth stage.

"We welcome Andrea to the position of Lifeist's new CEO," said Branden Spikes, Chairman of the Board. "Her proven leadership at Mikra, combined with her strategic vision and deep understanding of the health and wellness industry, makes her the ideal candidate to lead Lifeist into the next chapter, both as its CEO and as a member of the Board of Directors. At the same time, we thank Meni for his unwavering commitment and leadership through the years. We are confident that his continued presence on the board will be invaluable as we work to execute our strategic vision."

"I am honored and excited to lead Lifeist during this pivotal transformative period," said Andrea Judge, CEO of Lifeist Wellness. "Mikra is experiencing growth and increased customer engagement, and we are capitalizing on this momentum through new marketing initiatives and expanding our health and wellness portfolio. Moving forward we will leverage our expertise to discover, develop and deliver innovative, science-backed products and solutions that address the evolving needs of those seeking to improve their own health and wellness. I look forward to collaborating with the talented team and board at Lifeist as we execute our strategic vision, work toward profitability, and make meaningful wellness solutions more accessible to our growing market."

The board of directors expresses its sincere gratitude to outgoing CEO Meni Morim for his significant contributions to the Company over the past 5 years. Under Meni's leadership, Lifeist was able to overcome many difficult challenges: it took the cannabis business from an idea to one of the leading brands in the concentrates category, culminating in the successful sale of the division; strategically repositioned itself within the health and wellness segment through the formation and launch of Mikra Cellular Sciences; and navigated countless regulatory, legal and commercial challenges in multiple industries and international jurisdictions, while consistently remaining solvent and capitalized through two bear markets that saw many of its peers delisted. While stepping down from his role as CEO, Meni will continue to serve on the Lifeist board of directors, providing ongoing strategic guidance as the Company continues to focus on health-tech innovations.

"It has been a privilege serving Lifeist as CEO as we braved fast-moving and astonishingly turbulent market conditions," said Meni Morim, Director of Lifeist Wellness. "I have every confidence in Andrea and her refocused team to move forward with fresh initiative to realize great shareholder value and unlock strong growth in the new year."

With this leadership transition, Lifeist reaffirms its commitment to the health-tech space and positions itself to capitalize on opportunities for growth in the coming years. More updates will be shared soon as Lifeist continues to innovate and expand its product offerings.

About Lifeist Wellness Inc.

Sitting at the forefront of the post-pandemic wellness revolution, Lifeist leverages advancements in science and technology to develop innovative products, support human wellness and transform lives. Lifeist's key asset is its U.S. biosciences subsidiary Mikra Cellular Sciences Inc., a biosciences and consumer wellness company focused on developing and selling innovative products.

Information on Lifeist and its businesses can be accessed through the links below:

www.lifeist.com
<https://wearemikra.com/>

Contact:

Andrea Judge
CEO
Lifeist Wellness Inc.
Ph: 647-362-0390
Email: ir@lifeist.com

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release or has in any way approved or disapproved of the contents of this press release.

Source: Lifeist Wellness Inc.