

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

ITEM 1 Name and Address of Company:

Optimi Health Corp. (the "**Company**")
600 – 21 Water Street
Vancouver, B.C., V6B 1A1

ITEM 2 Date of Material Change:

January 24, 2025.

ITEM 3 News Release:

A news release dated January 28, 2025 was distributed via Newsfile and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.ca.

ITEM 4 Summary of Material Change:

On January 28, 2025, the Company announced it had closed the second and final tranche (the "**Second Tranche**") of its non-brokered private placement (the "**Offering**") of units of the Company (each, a "**Unit**") at a price of \$0.30 per Unit. Under the Second Tranche, the Company distributed 1,316,668 Units for gross proceeds of \$395,000, bringing the total Offering raise to \$934,000. Each Unit is comprised of one (1) common share in the capital of the Company (each a "**Common Share**") and one-half of one (1/2) transferable Common Share purchase warrant (each whole warrant a "**Warrant**"). Each Warrant issued under the Second Tranche entitles the holder to acquire one additional Common Share at an exercise price of \$0.40 until January 24, 2027, subject to an accelerated expiry provision, whereby in the event the closing price of the Company's Common Shares on the Canadian Securities Exchange (the "**Exchange**") exceeds \$0.50 for a period of 20 consecutive trading days, at the Company's election, the period within which the Warrants are exercisable, will be reduced and the holders of the Warrants will be entitled to exercise their Warrants for a period of 30 days commencing on the day the Company provides notice, any outstanding Warrants not exercised during the 30 day period will expire. The Company intends to use the net proceeds from the Offering for general working capital purposes. All securities issued under the Second Tranche, including securities issuable on exercise thereof, will be subject to a hold period expiring May 25, 2025, in accordance with the rules and policies of the Exchange and applicable Canadian securities laws. The Second Tranche was completed by insiders of the Company, the issuance of Units to insiders is considered a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is relying on exemptions from the formal valuation requirements of MI 61-101 pursuant to section 5.5(a) and the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(1)(a) in respect of such insider participation as the fair market value of the transaction, insofar as it involves interested parties, does not exceed 25% of the Company's market capitalization.

The Company also announced that it had completed a debt settlement with 2 creditors which has resulted in an aggregate of \$98,501.25 of indebtedness being retired in consideration for the issuance of 458,145 Common Shares at a deemed price per Common Share of \$0.215 (the "**Debt Settlement**"). The debt relates to marketing and investor relations services. The Common Shares issued in connection with the Debt Settlement are subject to a hold period January 24, 2025. Completion of the Offering and the Debt Settlement is subject to certain conditions including but not limited to the receipt of all necessary approvals, including the final approval of the Exchange.

ITEM 5 Full Description of Material Change:

5.1 – Full Description of Material Change:

See item 4 above.

5.2 – Disclosure for Restructuring Transactions:

Not applicable.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not Applicable.

ITEM 7 Omitted Information:

Not Applicable.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Leah Hodges, Corporate Secretary
Telephone: (604) 377-0403

ITEM 9 Date of Report:

DATED as of January 28, 2025.

Forward-Looking Statements

This material change report contains forward-looking statements and forward-looking information within the meaning of Canadian securities legislation (collectively, “forward-looking statements”) that relate to the Company’s current expectations and views of future events. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as “will likely result,” “are expected to,” “expects,” “will continue,” “is anticipated,” “anticipates,” “believes,” “estimated,” “intends,” “plans,” “forecast,” “projection,” “strategy,” “objective,” and “outlook”) are not historical facts and may be forward-looking statements and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in such forward-looking statements. forward-looking statements made in this news release include the proposed use of the proceeds of the Offering. No assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this news release should not be unduly relied upon. These statements speak only as of the date of this news release. Forward-looking statements are based on a number of assumptions and are subject to a number of risks and uncertainties, many of which are beyond the Company’s control, which could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking statements. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law. New factors emerge from time to time, and it is not possible for the Company to predict all of them or assess the impact of each such factor or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. Any forward-looking statements contained in this news release are expressly qualified in their entirety by this cautionary statement.