FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company:

Optimi Health Corp. (the "**Company**")
PO Box 728
269 David Brown Way
Princeton, BC, V0X 1W0

ITEM 2 Date of Material Change:

July 17 and July 24, 2025

ITEM 3 News Release:

A news release dated July 18, 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 July 18, 2025, the Company announced that it had entered into subscription agreements pursuant to which it proposed to complete a non-brokered private placement (the "**Offering**") with two non-arm's length parties (each an "**Investor**") of 3,450 unsecured convertible debentures of the Company (each a "**Convertible Debenture**") at a price of CAD$1,000 per Convertible Debenture for gross proceeds of CAD$3,450,000. The Convertible Debentures bear interest at a rate of 15.0% per annum, calculated and payable quarterly in arrears in cash, maturing July 24, 2026, twelve (12) months from the date of issuance, or if extended at the election of the Investor, July 24, 2027, twenty four (24) months from the date of issuance (the "**Maturity Date**"). The principal amount of each Convertible Debenture will be convertible into common shares of the Company (each a "**Common Share**") at a conversion price of $0.15 (the "**Conversion Price**"), being the closing price of the Common Shares on the Canadian Securities Exchange (the "**CSE**") on July 16, 2025, the date preceding the execution by each Investor of the subscription agreement for the Convertible Debentures. On the Maturity Date, any outstanding principal amount of the Convertible Debentures, plus any accrued and unpaid interest thereon, will be repaid by the Company in cash or, at the option of the Investors, through the issuance of Common Shares. No warrants are attached to the Convertible Debentures issued under the Offering. The principal amount of the Convertible Debentures, in whole or in part, will be convertible into Common Shares at the Conversion Price at the option of the Investors and for no additional consideration upon written notice from the Investor to the Company at any time prior to the close of business on the Maturity Date. Upon conversion of all or any of the Convertible Debentures, all accrued and unpaid interest outstanding to the date of the conversion on any such converted Convertible Debenture shall be paid in cash or in Common Shares at the election of the Investor. In the event that the Investor elects to convert all or a part of the accrued and unpaid interest into Common Shares, such Common Shares shall be issued at a deemed price equal to the most recent closing price of the Common Shares on the CSE prior to the receipt by the Company of a conversion notice from the Investor. The net proceeds received by the Company from the Offering will be used for general working capital. All securities issued under the Offering, including securities issuable on conversion thereof, will be subject to a hold period expiring November 25, 2025, in accordance with the rules and policies of the CSE and applicable Canadian securities laws. The Offering is expected to close on or about July 24, 2025. The Offering constitutes a "related party transaction" as defined in Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions* ("**MI 61-101**"), as the Investors are Mr. Dane Stevens, CEO, CMO and a director of the Company, by way of Cathay Visions Enterprises Ltd. subscribing for 450 Convertible Debentures and Mr. JJ Wilson, Chair of the Board and a director of the Company, by way of Catcher Investments Ltd. subscribing for 3,000 Convertible Debentures. Following the acquisition, Mr. Stevens holds 11,875,566 Common Shares or 12.29% of the Company and Mr. Wilson holds 8,237,501 Common Shares or 8.52% of the Company. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Offering by the insiders does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

On July 18, 2025, the Company also announced it had entered into an extension to its non-dilutive Debt Financing Agreement ("**DFA**") and General Security Agreement ("**GSA**") for CAD$1,000,000 (the "**Loan**") with one arm's length party (the "**Lender**"). Pursuant to the DFA and the GSA, the Loan is secured against the assets of the Company and bears interest at a rate of 7.5% per annum, payable by the Company to the Lender quarterly on the last business day of every fiscal quarter until full repayment. The Loan maturity date has been extended, and all outstanding principal is now payable on April 30, 2026. The Company may repay the Loan at any time on notice to the Lender, subject to a prepayment fee. As partial consideration for the extension of the Loan from the Lender, the Company has granted a total of 400,000 Common Share purchase warrants (the "**Warrants**"), entitling the purchase of Common Shares. The Warrants are exercisable for two (2) years from the date of issuance, at an exercise price of $0.25 per Common Share. The Warrants, including the Common Shares issuable on exercise thereof, are subject to a hold period expiring November 18, 2025, in accordance with the rules and policies of the CSE and applicable Canadian securities laws.

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 July 24, 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. 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 material change report. 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. Such risks and uncertainties include, but are not limited to, the factors set forth under "Forward-Looking Statements" and "Risk Factors" in the Company's Annual information Form dated January 9, 2023, and other continuous disclosure filings available under the Company's profile at www.sedarplus.ca. 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 material change report are expressly qualified in their entirety by this cautionary statement.