

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

**LIFESTYLE DELIVERY SYSTEMS INC.**

Suite 810, 789 West Pender Street  
Vancouver, BC V6C 1H2

**Item 2. Date of Material Change**

May 9, 2016

**Item 3. News Release**

The news release was issued on May 11, 2016 via TheNewswire.

**Item 4. Summary of Material Change**

On May 9, 2016, Lifestyle Delivery Systems Inc. (the "Company") closed its private placement offering (the "Offering") announced on April 26, 2016.

**Item 5. Full Description of Material Change**

On May 9, 2016, the Company sold a total of 1,000,000 units ("Units") at a price of \$0.10 per Unit for total gross proceeds of \$100,000.

Each Unit sold under the Offering consisted of one common share of the Company and one share purchase warrant (the "Warrants") entitling the holder to purchase one additional common share for a period of two years after closing at an exercise price of \$0.12 per share during the first year after closing, and an exercise price of \$0.20 per share during the second year after closing.

In connection with the Offering, the Company issued 100,000 finder's warrants (the "Finder's Warrants"). The Finder's Warrants entitle the holder to purchase one common share of the Company at \$0.12 per share for a period of two years expiring on May 9, 2018.

The securities issued under the Offering will be subject to a hold period expiring on September 10, 2016 pursuant to applicable Canadian securities laws.

Proceeds from the Offering will be used for general corporate purposes.

**Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officer**

**Yana Silina**  
Chief Financial Officer  
604-648-0522

**Item 9. Date of Report**

May 11, 2016