

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

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

**LIFESTYLE DELIVERY SYSTEMS INC.**

Suite 820, 1130 West Pender Street  
Vancouver, BC V6E 4A4

**Item 2. Date of Material Change**

June 27, 2017

**Item 3. News Release**

The news release was issued on June 27, 2017, and was disseminated by Newsfile.

**Item 4. Summary of Material Change**

On June 27, 2017, Lifestyle Delivery Systems Inc. (the "Company") closed a non-brokered private placement financing (the "Financing") of a total of 2,019,540 units (the "Units") at a price of Cdn\$0.50 per Unit (the "Issue Price") for total gross proceeds of Cdn\$1,009,770. Due to strong investor demand, the Financing was oversubscribed.

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

Each Unit sold in the Financing consisted of one common share of the Company (each a "Unit Share") and one common share purchase warrant (each a "Warrant"). Each Warrant entitles the holder to purchase one additional common share (a "Warrant Share") at a price of \$0.75 per Warrant Share for a period ending one year from the date of issuance. The Company may accelerate the expiration date of the Warrants if the daily volume weighted average share price of the Company's common shares on the Canadian Securities Exchange (or such other stock exchange as the Company's common shares are then trading on) is equal to or greater than Cdn\$1.50 for 10 consecutive trading days.

In connection with the Financing, the Company has agreed to pay cash commissions of Cdn\$26,775 and to issue 53,550 finder's warrants (the "Finder's Warrant"). Each Finder's Warrant is exercisable for one Unit at the Issue Price for a period of 12 months from closing of the Financing. As of the date of filing of this report, a portion of the finders fee payable remains unpaid.

The securities issued under the Financing will be subject to a hold period expiring on October 28, 2017 pursuant to applicable Canadian securities laws.

Net proceeds from the Brokered Private Placement will be used towards general working capital 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**

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

**Item 9.        Date of Report**

July 6, 2017