

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

May 9, 2019

Item 3. News Release

The news release was issued on May 9, 2019 and was disseminated by The Newsfile.

Item 4. Summary of Material Change

On May 9, 2019, Lifestyle Delivery Systems Inc. (the "Company") closed a non-brokered private placement financing (the "Financing") of a total of 19,424,163 units (the "Units") at a price of CAD\$0.35 per Unit (the "Issue Price") for total gross proceeds of CAD\$6,798,457. 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 CAD\$0.50 per Warrant Share for a period ending one May 9, 2020. 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\$1.00 for 10 consecutive trading days.

In connection with the Financing, the Company has agreed to pay cash commissions of CAD\$233,076 and to issue 665,931 finder's warrants (the "Finder's Warrant"). Each Finder's Warrant is exercisable for one Unit at CAD\$0.50 per share for a period ending one year from the date of issuance.

The securities issued under the Financing are subject to a hold period expiring on September 10, 2019 pursuant to applicable Canadian securities laws.

The proceeds from the Financing 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

May 9, 2019