

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

LeanLife Health Inc. (the “Company”)
Suite 380 - 580 Hornby Street
Vancouver, British Columbia
V6C 3B6

Item 2: Date of Material Change

January 4, 2019

Item 3: News Release

A news release announcing the material change was issued and disseminated on January 29, 2019 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Change

The Company has Appointed Mr. Brian Banducci as a director and advisor.

Item 5.1: Full Description of Material Change

See attached Schedule “A”.

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

No information has been omitted.

Item 8: Executive Officer

For further information, please contact
Stan Lis, and Director
Telephone at 778-688-1799

Item 9: Date of Report

January 29, 2019

**LeanLife Health Inc.**380 – 580 Hornby Street
Vancouver, BC, V6C 3B6**NEWS RELEASE****LeanLife Health Inc. Announces AGM Results and Officer Changes**

Vancouver, British Columbia, January 29, 2019, LeanLife Health Inc. (CSE: LLP) is pleased to report that shareholders voted in favour of all resolutions brought forth at the Company's annual general meeting of shareholders (the "Meeting") held in Vancouver, British Columbia on January 4, 2019.

Resolutions that were proposed and approved (99.96%) at the Meeting included:

1. Setting the number of directors of the Company at five (5);
2. Election of the following directors of the Company for the ensuing year;
 - Stan Lis
 - Glen Macdonald
 - Marcin Lukaszewicz
 - Robert Chanson
 - Casey Forward
3. Appointment of Charlton and Company, Chartered Professional Accountants as auditors of the Corporation for the ensuing year; and
4. Ratifying the Company's Stock Option Plan as described in the Information Circular.

For health reasons Casey Forward had to resign as a Director and later as CFO on January 9, 2019.

Mr. Jason Tong, CPA, CA, CFA, of Vancouver has been appointed CFO following the resignation of Mr. Forward. Mr. Tong has served in senior management positions for a number of public and private companies in his career. Mr. Tong was previously the Chief Financial Officer of Pathway Capital Ltd, a venture capital firm with a portfolio of early stage ventures with market capitalization ranging from \$5M to \$100M. Mr. Tong was the Chief Financial Officer of Turnberry Resources Ltd. from February 2012 until the Company was acquired in April 2014. Currently, Mr. Tong is the Chief Financial Officer of ExGen Resources Inc. and is a senior advisor to several high-growth companies.

About LeanLife Health and the Omega-3 Market

LeanLife Health's products are extracted from flax seeds, a plentiful and non-animal source of Omega-3. The products can be used as a food additive or as a nutraceutical and have been used to make bread, noodles, cheese, yogurt, juice and milk products for the European market. LeanLife Health's industry leading Omega-3 product formulations are of the highest quality and contain no cholesterol. Products are available in oil, emulsion and powder forms.

The global Omega-3 market is expected to reach USD \$7.32 billion by 2020, according to a report by Grand View Research, Inc.