

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

**Vice Health and Wellness Inc.** (the "Company")  
734 – 1055 Dunsmuir St  
Vancouver, BC V7X 1B1

**Item 2 - Date of Material Change**

September 18, 2023

**Item 3 News Release**

A news release was issued and disseminated on Sept 18, 2023, and filed on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)). and with the CSE.

**Item 4 Summary of Material Change**

Vice Health added Brian D. Keane to its Board of Directors, and Robert Payment resigned as CFO & Corporate Secretary.

**Item 5 Full Description of Material Change**

**VANCOUVER, BC, September 18, 2023 – Vice Health and Wellness Inc. ("VICE" or the "Company") (CSE: VICE - FSE: Z24 – OTC: VICFF** is thrilled to announce the strategic addition of Brian D. Keane to its Board of Directors, effective immediately.

Mr. Keane brings an unparalleled breadth of expertise, with over two decades of experience in Capital Markets and Investment. Renowned for his acumen in originating, advising, and investing in emerging growth companies, Keane has an extensive global footprint covering the United States, Canada, the Caribbean, and Asia.

"Brian's vast knowledge and exceptional track record make him an invaluable asset to our Board and the Company as a whole. We're incredibly excited to leverage his insights as we continue to innovate and grow," commented Maciej Lis, CEO and Director of Vice Health and Wellness Inc.

The appointment of Mr. Keane comes at a pivotal time for Vice, as the Company aims to expand its market reach and introduce groundbreaking health and wellness solutions. His proven leadership and investment savvy are expected to provide the Company with new avenues for both strategic growth and financial robustness.

The Company also announces Robert Payment has resigned as CFO, Corporate Secretary, and director to pursue other opportunities. The Company has begun a search for a new CFO and will announce updates in due course.

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

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8**            **Executive Officer**

The following senior officer of the Company is knowledgeable about the material change and this report:

For further information, please contact:

Maciej Lis, President &CEO, Director

Phone: 844-286-8423

**Item 9**            **Date of Report**

September 18, 2023