

**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, British Columbia, V7X 1B1

Item 2 - Date of Material Change

September 21, 2023

Item 3 News Release

A news release was issued and disseminated on September 22, 2023 and filed on SEDAR (www.sedar.com) and with the CSE.

Item 4 Summary of Material Change

The Company appointed Mark Tommasi as President and CEO, and as a member of its Board of Directors.

Item 5 Full Description of Material Change

The Company appointed Mark Tommasi as President and CEO, and as a member of its Board of Directors. Maciej Lis resigned as interim CEO and Director.

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:

Michael Hopkinson, Director
Telephone: 844-286-8423
E-mail: info@vice.health

Item 9 Date of Report

September 22, 2023