

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**

January 4, 2024

Item 3 **News Release**

A news release was issued and disseminated on January 4, 2024, and filed on SEDAR+ (the www.sedarplus.ca) and with the CSE.

Item 4 **Summary of Material Change**

Mark Tommasi resigned as President, CEO and Director. The Board appointed Mr. Cody Corrubia as President, CEO, and Director of Vice Health.

Item 5 **Full Description of Material Change**

VANCOUVER, BC, January 4, 2024 – Vice Health and Wellness Inc. (“VICE” or the “Company”) (CSE: **VICE-FSE: Z24 - OTC: VICFF**) announces that Mark Tommasi has resigned as President, CEO and Director of the Company. The Board is pleased to announce that it has appointed Mr. Cody Corrubia as President, CEO, and director of the of the Company, effective immediately.

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:

Cody Corrubia, President, CEO & Director
Phone: 1-844-286-8423
Email: info@vice.health

Item 9 **Date of Report**

January 11, 2024