

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Juva Life Inc. (“**Juva**” or the “**Company**”)
Suite 1400 885 West Georgia Street
Vancouver, British Columbia, V6C 3E8

Item 2 Date of Material Change

June 18, 2021

Item 3 News Release

The Company issued a news release on June 18, 2021. The news releases was subsequently filed under the profile of the Company on SEDAR at www.sedar.com.

Item 4 Summary of Material Change

- (i) Exercise of 9,528,578 special warrants (the “**Special Warrants**”) issued by the Company on February 18, 2021 following the issuance of a receipt for the Company’s final short form prospectus dated June 18, 2021, filed with the securities regulatory authorities in the provinces of British Columbia, Alberta, Saskatchewan and Ontario; and
- (ii) Amendment to the Company’s interim financial statements (the “**Interim Financial Statements**”) and interim management’s discussion and analysis (the “**MD&A**”) for the three months ended March 31, 2021 and 2020.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On June 18, 2021, the Company announced the deemed exercise of 9,528,578 Special Warrants issued by the Company on February 18, 2021 following the issuance of a receipt for the Company’s final short form prospectus dated June 18, 2021, filed with the securities regulatory authorities in the provinces of British Columbia, Alberta, Saskatchewan and Ontario.

In accordance with the terms of a special warrant indenture dated February 18, 2021 between the Company and Olympia Trust Company, each Special Warrant converted into one common share of the Company (a “**Share**”) and one-half of one common share purchase warrant (a “**Warrant**”). Each Warrant is exercisable for one Share on or before February 18, 2023 at an exercise price of \$1.35 per Share. For further information on the Special Warrants, please see the Company’s news release dated February 19, 2021, a copy of which is available on SEDAR (www.sedar.com).

The Company also announced that it has amended and restated its Interim Financial Statements and MD&A for the three months ended March 31, 2021 and 2020. Among other items, the amended and restated Interim Financial Statements and MD&A were filed to:

- update Note 17 for events that occurred after May 28, 2021;

- include the following disclosure in the condensed consolidated interim statements of cash flows, the Company:
 - removed the amounts in the changes in other accounts receivable and proceeds received on disposition;
 - amended the cash used in operating activities and investing activities; and
 - amended the increase in cash and cash balance at the end of the period.

Except as described above, the Interim Financial Statements do not differ from the original interim financial statements.

The amended and restated Interim Financial Statements and MD&A for the indicated period are available under the Company's profile on SEDAR at www.sedar.com.

This report does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States *Securities Act of 1933*, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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

Not applicable.

Item 8 Executive Officer

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Douglas Chloupek
Telephone: (833) 333-5882

Item 9 Date of Report

June 25, 2021

Forward-Looking Information

Forward-Looking Information: This report includes certain statements that may be deemed "forward-looking statements". The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "would", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. These forward looking statements include, but are not limited to the intended use of the proceeds of the Offering. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on

the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this report. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in the Company's disclosure documents which can be found under the Company's profile on www.sedar.com.