

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF COMPANY

Promino Nutritional Sciences Inc. (the "Company")
4145 North Service Road, 2nd Floor
Burlington, Ontario, L7L 6A3

ITEM 2. DATE OF MATERIAL CHANGE

July 9, 2024

ITEM 3. NEWS RELEASES

A news release dated July 9, 2024 was disseminated via Stockwatch and subsequently filed on SEDAR+.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it had closed the second tranche and final tranche of its previously announced private placement of units ("Units") of the Company. In the second tranche the Company issued an aggregate of 166,666 Units at a price of \$0.18 per Unit for gross proceeds of \$29,999.88, with each Unit comprised of one common share of the Company and one common share purchase warrant. Each warrant is exercisable to acquire one common share of the Company at a price of \$0.30 per share for a period of 24 months from the date of issuance. Together with the first tranche, the Company issued an aggregate of 9,716,671 Units for gross proceeds of \$1,749,000.78.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

See the news release dated July 9, 2024 attached as Schedule "A" hereto.

ITEM 5.2 DISCLOSURE ON RESTRUCTURING TRANSACTION

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

Contact: Vito Sanzone, Chief Executive Officer
Telephone: (289) 348-1970 ext. 222

ITEM 9. DATE OF REPORT

July 18, 2024

Schedule "A"

News Release dated July 9, 2024

[see attached]

Promino Nutritional Sciences Closes Second Tranche and Final Tranche of Financing

NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

BURLINGTON, Ontario – July 9, 2024 – Promino Nutritional Sciences Inc. (CSE: MUSL; OTC: MUSLF; FRANKFURT:93X) (the "Company" or "Promino") (www.drinkpromino.com) is pleased to announce it has closed the second tranche and final tranche of its previously announced private placement of units ("Units") of the Company (see the news release dated June 10, 2024). In the second tranche the Company issued an aggregate of 166,666 Units at a price of \$0.18 per Unit for gross proceeds of \$29,999.88, with each Unit comprised of one common share of the Company and one common share purchase warrant. Each warrant is exercisable to acquire one common share of the Company at a price of \$0.30 per share for a period of 24 months from the date of issuance. Together with the first tranche, the Company has issued an aggregate of 9,716,671 Units for gross proceeds of \$1,749,000.78.

All securities issued in connection with the second tranche are subject to a hold period of four months and one day pursuant to applicable securities laws. The Company did not pay any finder's fees, in cash nor securities, in connection with the second tranche.

The Company intends to use the net proceeds of the private placement to accelerate sales and fulfillment of Promino's marquee muscle strength and recovery sports beverages, Promino™ and Rejuvenate Muscle Health™, settle outstanding liabilities and for general working capital purposes.

About Promino™ and Rejuvenate Muscle™ Brands

Promino™ and Rejuvenate Muscle™ functional beverages utilize a patented formula from the University of Arkansas, led by Dr. Robert Wolfe, and is the result of over USD \$20 million in research, over 25 human clinical trials, over 23 years, on muscle repair, recovery and muscle protein synthesis. The Promino™ Patented Plant-Based Blend contains nine essential amino acids in the precise combination to trigger optimal muscle growth and recovery. The fast-absorbing beverages provide the body with the building blocks of protein faster, without the excess calories, filler and carbohydrates of conventional whey or plant proteins. The Promino™ Patented Plant-Based Blend is the highest-ranking source of protein quality on the DIAAS score (321) versus whey protein (109). DIAAS is the new gold standard testing for digestible protein quality adopted by the World Health Organization.

About Promino Nutritional Sciences, Inc.

Promino is an innovative and research driven Canadian nutraceutical company specializing in the development of patented and science-based products for the global consumer packaged goods market, with a portfolio focused specifically on muscle health. Promino's

lead product, Rejuvenate™, is a patented proprietary formulation that is clinically proven to assist in the building, rebuilding, restoration and rejuvenation of natural muscle mass. Promino also offers Promino™, an elite performance supplement for both professional and amateur athletes to accelerate muscle recovery, build strength and accelerate recovery from injury. Promino was founded in 2015 and is located in Burlington, Ontario.

To learn more about Promino, visit <http://www.drinkpromino.com>

More information about Rejuvenate™ can be found <https://www.rejuvenatemuscle.com>

Forward-Looking Statements

This news release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. In some cases, forward looking statements are preceded by, followed by, or include words such as "may", "will," "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "anticipates", "continues", or the negative of those words or other similar or comparable words. In this news release, forward-looking statements include, without limitation, statements regarding: the private placement of Units, including the timing, terms and anticipated use of proceeds of the private placement; the expected effect of the Promino™ and Rejuvenate™ products on the protein market, the Company and its business, including any anticipated benefits to the Company; and the Company's business prospects, future trends, plans and strategies. In preparing the forward-looking statements in this news release, the Company has applied several material assumptions, including, but not limited to, assumptions regarding the availability of capital resources, business performance, market conditions, customer demand and general economic conditions. Although the forward-looking information contained herein is based upon what management believes are reasonable assumptions as at the date they were made, investors are cautioned against placing undue reliance on these statements since actual results may vary from the forward-looking information. Consequently, all of the forward-looking statements contained herein is qualified by the foregoing cautionary statements, and there can be no guarantee that the results or developments that management anticipates will be realized. Unless otherwise noted or the context otherwise indicates, the forward-looking statements contained herein is provided as of the date hereof, and management does not undertake to update or amend such forward-looking statements whether as a result of new information, future events or otherwise, except as may be required by applicable law.

SOURCE Promino Nutritional Sciences Inc.

No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

For further information:

Vito Sanzone, vsanzone@drinkpromino.com, 289-348-1970 ext. 222;

Marc Charbin, Investor Relations, marc.charbin@loderockadvisors.com, 416-467-5229.