

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

**ITEM 1 Name and Address of Company:**

Optimi Health Corp. (the “Company”)  
201 - 1448 Commercial Drive  
Vancouver, BC, V5L 3X9

**ITEM 2 Date of Material Change:**

April 14, 2021

**ITEM 3 News Release:**

A news release dated April 14, 2021 was distributed and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).

**ITEM 4 Summary of Material Change:**

On April 14, 2021, the Company: appointed Dr. Azim Jamal to its Advisory Board; appointed Leah Hodges as Corporate Secretary; and issued 50,000 common shares to Harley Pasternak in consideration of past services to the Company.

**ITEM 5 Full Description of Material Change:**

*5.1 – Full Description of Material Change:*

Please refer to the news release attached hereto.

*5.2 – Disclosure for Restructuring Transactions:*

Not applicable.

**ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:**

Not Applicable.

**ITEM 7 Omitted Information:**

Not Applicable.

**ITEM 8 Executive Officer:**

Further information relating to this Material Change Report may be obtained from:

Leah Hodges, Corporate Secretary  
Telephone: (604) 377-0403

**ITEM 9 Date of Report:**

DATED as of April 16, 2021.

## Optimi Health Adds to Corporate and Advisory Team

VANCOUVER, British Columbia, April 14, 2021 (GLOBE NEWSWIRE) -- **Optimi Health Corp.** (CSE: OPTI) (OTC: OPTHF) (FRA: 8BN) (“Optimi” or the “Company”), developers of a vertically integrated functional mushroom brand focused on the health and wellness sector, is pleased to announce the appointments of Dr. Azim Jamal to its Advisory Board, and Leah Hodges to the role of Corporate Secretary.

Dr. Jamal is the CEO and Co-Founder of Pacific Reach, established in 2014, and is responsible for leading all business activities for that company. He is a respected industry leader who has extensive experience overseeing a diverse portfolio of business investments including hotels, commercial properties, and seniors care communities. For over 20 years, Dr. Jamal was the President and Chief Executive Officer of Retirement Concepts. Over that time, he grew that company from two small seniors care communities in Chilliwack and Victoria to 25 communities across British Columbia, Alberta and Quebec, making Retirement Concepts one of the largest and most respected seniors care companies in Canada. In 2004, Dr. Jamal purchased the Sheraton Vancouver Guildford to diversify Pacific Reach’s portfolio into alternate classes of real estate. This portfolio is now consolidated under the Pacific Reach banner and includes hotel properties such as the iconic Rosewood Hotel Georgia, multi-family and office assets located in Vancouver, Toronto, Los Angeles and Phoenix. Most recently, Dr. Jamal has joined the board of directors at a TV Production Company, Thunderbird Studios.

Dr. Jamal is a former family physician who graduated as a Medical Doctor (M.D.) from the University of British Columbia in 1994. After practicing as a family physician in Greater Vancouver, Dr. Jamal went on to found Dermal Laser Centers – a chain of medical aesthetic clinics which he subsequently sold. He is a member of the Young Presidents’ Organization in Vancouver, B.C., a recipient of the Ernst & Young Entrepreneur of the Year Award and a winner of the Business in Vancouver Top 40 Under 40 Outstanding Achievement Award.

Appointed as Corporate Secretary, Mrs. Hodges is the principal of Benchmark Governance, providing corporate compliance, administration, and governance support to private and public companies in the resource, industrial and technology sectors. Mrs. Hodges has over sixteen years of experience serving on and for boards of directors of publicly listed companies on the TSXV, CSE and OTC markets. Mrs. Hodges specializes in corporate, commercial and securities compliance, corporate governance, mergers and acquisitions. Mrs. Hodges is a Commissioner for Taking Affidavits in British Columbia, has an Associate of Arts degree from Capilano University, and is a member of the Governance Professionals of Canada and Institute of Corporate Directors.

Optimi Health’s CEO, Mike Stier notes, “The need for governance is a fundamental aspect of any business and the addition of Benchmark will support our team in this area. We are grateful to have attracted the interest and participation of a growing number of highly experienced businesspeople who bring a diverse collection of interest, expertise and accomplishments to our team. We welcome Azim and Leah and look forward to working together to help grow Optimi into a sector-leading and valued opportunity for our stakeholders and investors alike.”

In related news and as previously announced (see news [March 16, 2021](#)), the Company has finalized an agreement to bring onboard globally recognized fitness and nutrition specialist Harley Pasternak to its growing Advisory Board (the “Advisory Agreement”). In consideration of the provision of past services to the Company by Mr. Pasternak, the Company has issued an aggregate of 50,000 common shares to Mr. Pasternak. In addition, the Company shall issue an aggregate of up to 150,000 additional common shares over the course of three years. The additional common shares will be issued in three tranches on January 1, 2022, 2023 and 2024, at a price based on the closing price of the common shares on the Canadian Securities Exchange (the “CSE”) on the last trading day prior to issuance. The Advisory Agreement is subject to CSE approval and the common shares to be issued pursuant to the Advisory Agreement will be subject to a hold period expiring 4 months and 1 day from the date of issuance.

On Behalf of the Board of Directors, Optimi Health Corp.  
Mike Stier  
President, Chief Executive Officer and Director

### **ABOUT OPTIMI** (CSE: OPTI) (OTC: OPTHF) (FRA: 8BN)

Optimi is developing a sophisticated mushroom brand that focuses on the health and wellness markets. With a vertically integrated approach, Optimi intends to cultivate, extract, process and distribute high quality functional mushroom products at its two facilities comprising a total of 20,000 square feet nearing completion in Princeton, British Columbia. To fully investigate the science of mushrooms, the Company has received a research exemption under Health Canada Food and Drug Regulations (FDR) for the use of Psilocybin and Psilocin for scientific purposes via its wholly owned subsidiary Optimi Labs Inc. Optimi has also applied for a dealer’s license under Canada’s Narcotic Control Regulations governing possession, distribution, sale, laboratory analysis of and research and development of Psilocybin and Psilocin formulations. Optimi is committed to expert cultivation and quality production subject to and in accordance with the terms of all applicable laws and governing regulations to ensure safe, superior Canadian fungi production.

Find out more at: <https://optimihealth.ca/>.

**FOR FURTHER INFORMATION CONTACT:**

Investor Relations

Email: [investors@optimihealth.ca](mailto:investors@optimihealth.ca)

Phone: +1 (778) 930-1321

Web: <https://optimihealth.ca/>

## **FORWARD-LOOKING STATEMENTS**

This news release contains forward-looking statements and forward-looking information within the meaning of Canadian securities legislation (collectively, "forward-looking statements") that relate to Optimi's current expectations and views of future events. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "will likely result", "are expected to", "expects", "will continue", "is anticipated", "anticipates", "believes", "estimated", "intends", "plans", "forecast", "projection", "strategy", "objective" and "outlook") are not historical facts and may be forward-looking statements and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in such forward-looking statements. No assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this news release should not be unduly relied upon. These statements speak only as of the date of this news release. In particular and without limitation, this news release contains forward-looking statements pertaining to the dealer's license application, activities proposed to be conducted under the Company's research exemption and associated business related to Psilocybin and Psilocin and Optimi's plans, focus and objectives.

Forward-looking statements are based on a number of assumptions and are subject to a number of risks and uncertainties, many of which are beyond Optimi's control, which could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, the impact and progression of the COVID-19 pandemic and other factors set forth under "Forward-Looking Statements" and "Risk Factors" in the Company's Final Prospectus dated February 12, 2021. Optimi undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law. New factors emerge from time to time, and it is not possible for Optimi to predict all of them or assess the impact of each such factor or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. Any forward-looking statements contained in this news release are expressly qualified in their entirety by this cautionary statement.

***The CSE does not accept responsibility for the adequacy or accuracy of this release.***