

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

ITEM 1 Name and Address of Company:

Optimi Health Corp. (the “**Company**”)
600 – 21 Water Street
Vancouver, B.C., V6B 1A1

ITEM 2 Date of Material Change:

August 4, 2023.

ITEM 3 News Release:

A news release dated August 10, 2023 was distributed via Newsfile and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.ca.

ITEM 4 Summary of Material Change:

On August 10, 2023, the Company announced that it had entered into a loan agreement (the “**Loan Agreement**”) and general security agreement (“**GSA**”) effective August 4, 2023, with Catcher Investments Ltd., a company controlled by Mr. JJ Wilson, a director, and non-executive Chair of the Company (the “**Lender**”) pursuant to which the Company has borrowed \$1,000,000 (the “**Loan**”). Pursuant to the Loan Agreement and the GSA, the Loan is secured against the assets of the Company and will bear interest at a rate of seven and a half percent (7.5%) per annum, payable by the Company to the Lender quarterly on the last business day of every fiscal quarter, starting September 30, 2023, until the Loan is repaid. The Loan will mature, and all outstanding principal shall be payable, on August 4, 2026. The Company may repay the Loan at any time on notice to the Lender, subject to a prepayment fee. As partial consideration for the advance of the Loan, the Company has granted the Lender a total of 100,000 common share purchase warrants (the “**Warrants**”) entitling the purchase of 100,000 common shares in the capital of the Company, exercisable until August 4, 2026, at a price of \$0.50.

ITEM 5 Full Description of Material Change:

5.1 – Full Description of Material Change:

On August 10, 2023, the Company announced that it had entered into the Loan Agreement and GSA effective August 4, 2023, with the Lender pursuant to which the Company has borrowed the Loan. Pursuant to the Loan Agreement and the GSA, the Loan is secured against the assets of the Company and will bear interest at a rate of seven and a half percent (7.5%) per annum, payable by the Company to the Lender quarterly on the last business day of every fiscal quarter, starting September 30, 2023, until the Loan is repaid. The Loan will mature, and all outstanding principal shall be payable, on August 4, 2026. The Company may repay the Loan at any time on notice to the Lender, subject to a prepayment fee. As partial consideration for the advance of the Loan, the Company has granted the Lender a total of 100,000 Warrants entitling the purchase of 100,000 common shares in the capital of the Company, exercisable until August 4, 2026, at a price of \$0.50. The Loan, including the issue of the Warrants to the Lender, constitutes a “related party transaction” as defined in Multilateral Instrument 61-101 - *Protection of Minority Securityholders in Special Transactions* (“**MI 61-101**”) as Mr. Wilson is a director and the non-executive Chair of the Company. The Company is relying on the exemption from valuation requirement and minority approval pursuant to subsection 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as the value of the Loan does not represent more than 25% of the Company’s market capitalization, as determined in accordance with MI 61-101. The Loan, Loan Agreement and GSA were approved by the independent members of the Company’s board of directors. The Company did not file a material change report more than twenty-one (21) days before the expected closing date of the Loan, as the details of the Loan and Loan Agreement were not finalized until immediately prior to the closing and the Company wished to close the transaction as soon as practicable so that the Company could begin using and benefiting from the Loan as soon as possible.

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 August 11, 2023.

Forward-Looking Statements

This material change report contains forward-looking statements and forward-looking information within the meaning of Canadian securities legislation (collectively, “forward-looking statements”) that relate to the Company’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 material change report. 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 the Company’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 Annual information Form dated January 9, 2023, and other continuous disclosure filings available under the Company’s profile at www.sedarplus.ca. The Company 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 the Company 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 material change report are expressly qualified in their entirety by this cautionary statement.