

51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Revitalist Lifestyle and Wellness (the “Company”)
3200 650 West Georgia Street
Vancouver, BC V6B 4P7

Item 2 **Date of Material Change**

October 7, 2021

Item 3 **News Release**

The news release was disseminated by Business Wire on October 7, 2021.

Item 4 **Summary of Material Change**

The Company announced that it entered into a non-binding letter of intent (“LOI”) dated October 5, 2021 to acquire a ketamine clinic (“Acquisition”) located in Richmond, Virginia (“Clinic”).

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

See attached schedule.

5.2 **Disclosure for Restructuring Transactions**

N/A

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

N/A

Item 7 **Omitted Information**

None

Item 8 **Officer**

Kathryn Walker, CEO Director

Item 9

Date of Report

October 15, 2021

SCHEDULE

Revitalist Signs LOI to Acquire Virginia Ketamine Clinic

VANCOUVER, BC, October 7, 2021 – REVITALIST LIFESTYLE AND WELLNESS LTD. (“**Revitalist**” or the “**Company**”) (**CSE: CALM**) (**CSNX: CALM.CN**) (**OTC: RVLWF**) is pleased to announce that it entered into a non-binding letter of intent (“**LOI**”) dated October 5, 2021 to acquire a ketamine clinic (“**Acquisition**”) located in Richmond, Virginia (“**Clinic**”).

The Clinic was founded in 2019 and is an established practice managed by Dr. Randy Frederick, a board-certified Emergency Medicine physician and US Navy Veteran. The Clinic provides ketamine infusion treatments for many mood disorders, including depression, post-partum depression, bipolar depression, PTSD, OCD, and anxiety. They also treat chronic pain syndromes like chronic migraines, CRPS (formerly called RSD), fibromyalgia, phantom limb syndrome, trigeminal neuralgia and post-herpetic neuralgia. Since inception, the Clinic has provided over 1,500 infusions.

Under the contemplated Acquisition, Dr. Frederick will continue to manage the Clinic and utilize his medical license to open future clinics for the Company. The Clinic would be supported alongside the Company’s existing network of clinics, raising the profile of Revitalist’s brand and approach to patient care in the United States.

Pursuant to the terms of the LOI, the consideration contemplated for the Acquisition is estimated to be \$1,000,000. The consideration is proposed to be payable as approximately \$750,000 in common shares of Revitalist, \$50,000 in cash, and the assumption of \$250,000 in debt. The share consideration will be issued at the greater of \$0.50/share and the 20-day volume weighted average share price preceding the issue date. The consideration shares will be issued 50% in 12 months and 50% in 24 months following the closing of the Acquisition.

Management Commentary

Kathryn Walker, CEO of Revitalist, commented: “We look forward to completing this Acquisition and utilizing Dr. Frederick’s medical expertise to grow our business. We expect that the addition of Dr. Frederick will yield further expansion opportunities across the United States. This Acquisition fits perfectly within our strategy to grow our clinic footprint organically through a combination of build vs. buy. Dr. Frederick’s Clinic is the first of many established ketamine clinics that we intend to acquire and rebrand under the Revitalist platform.”

Dr. Randy Frederick, founder of the Richmond, Virginia Clinic, commented: “I am excited for the opportunity to bring my clinic and skillset to Revitalist. I plan on utilizing my experience in the US Navy, years of medical training, and knowledge of running a profitable ketamine clinic to facilitate Revitalist’s growth plans.”

**all figures expressed in Canadian dollars unless otherwise noted.*

ABOUT REVITALIST LIFESTYLE AND WELLNESS

Revitalist Lifestyle and Wellness Ltd. is a publicly traded (CSE: CALM) (OTC: RVLWF) company, headquartered in Knoxville, Tennessee, with five clinics operating across the United States and expanding. Revitalist is dedicated to empowering individuals toward an improved quality of well-being through a combination of comprehensive care and future-centric treatments provided by medical professionals, mental health experts, and chronic pain specialists. Since opening their first clinic in 2018, Revitalist has provided over 7,000 infusions for patients suffering from treatment-resistant conditions. Additionally, Revitalist offers a number of lifestyle optimization services and vitamin infusions that can bring anyone closer to total wellness.

On Behalf of the Board
Kathryn Walker
Chief Executive Officer

For further information please contact:
Revitalist Lifestyle and Wellness Ltd.
Investor Relations
IR@revitalist.com
(865) 585-8414

For additional information and to be added to the Company's mailing list, please click [here](#).

Forward Looking Statements

This news release contains forward-looking statements and information within the meaning of applicable securities legislation. Often, but not always, forward-looking statements and information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward looking statements or information involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Revitalist to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements or information contained in this news release.

Risks, uncertainties, and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.