

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Revitalist Lifestyle and Wellness Ltd. (“**Revitalist**” or the “**Company**”)
1008 – 550 Burrard Street
Vancouver, BC, V6C 2B5

Item 2 Date of Material Change

May 8, 2023

Item 3 News Release

The news release dated May 8, 2023 was disseminated through BusinessWire.

Item 4 Summary of Material Change

The Company announced that the British Columbia Securities Commission has issued a cease trade order (the “**CTO**”) dated May 8, 2023, in respect of the securities of the Company as a result of the Company’s failure to file its:

- (i) annual audited financial statements for the year ended December 31, 2022;
- (ii) annual management discussion and analysis for the year ended December 31, 2022; and
- (iii) certification of annual filings for the year ended December 31, 2022.

(collectively, the “**Documents**”)

As a result of the CTO, a person or company must not trade in or purchase a security of the Company in a jurisdiction where the Company is a reporting issuer and where Multilateral Instrument 11-103 – *Failure to File Cease Trade Orders in Multiple Jurisdictions* applies, except in accordance with the conditions set out in the CTO. In addition, the CTO is effective in each jurisdiction in Canada that has a statutory reciprocal order provision, subject to the terms of the local jurisdiction.

Despite the CTO, a beneficial securityholder of the Company who is not currently (and who was not as of May 8, 2023) an insider or control person of the Company, may sell securities of the Company acquired before May 8, 2023 if both of the following apply: (i) the sale is made through a “foreign organized regulated market”, as defined in section 1.1 of the Universal Market Integrity Rules of the Investment Industry Regulatory Organization of Canada, and (ii) the sale is made through an investment dealer registered in a jurisdiction of Canada in accordance with applicable securities legislation.

The Company expects to finalize its financial statements, complete its audit, and file the Documents as soon as possible, but in any event no later than June 15, 2023. There is no assurance that the Company will be able to remedy its filing default and have the CTO rescinded in a timely manner or at all.

The Company is not currently subject to any insolvency proceedings. The Company also confirms that there is no other material information concerning the affairs of the Company that has not been generally disclosed as of the date of this news release.

Item 5 Full Description of Material Change.

5.1 Full Description of Material Change

A full description of the material change is described in Item 4 above and in the News Release which has been filed on SEDAR at www.sedar.com.

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 Executive Officer

Contact: Kathryn Walker, CEO
Telephone: 423.948.9331

Item 9 Date of Report

May 9, 2023