

FORM 62-103F3

REQUIRED DISCLOSURE BY AN ELIGIBLE  
INSTITUTIONAL INVESTOR UNDER SECTION 4.5(d)

**Item 1 – Identity of the Eligible Institutional Investor**

1.1 State the name and address of the eligible institutional investor.

Armistice Capital, LLC (“**Armistice**”)  
510 Madison Avenue  
7<sup>th</sup> Floor  
New York, NY 10022  
U.S.A.

**Item 2 – Security and Reporting Issuer**

2.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Poda Holdings, Inc. (formerly, Poda Lifestyle and Wellness Ltd.) (the “**Issuer**”)  
Suite 2800, Park Place  
666 Burrard Street  
Vancouver, BC  
V6C 2Z7

This report relates to common shares (“**Common Shares**”) in the capital of the Issuer.

2.2 State the designation and number or principal amount of voting or equity securities of the reporting issuer in respect of which the report is being filed and the securityholding percentage of the eligible institutional investor in the class of securities.

As of October 31, 2021, Armistice, on behalf of an investment fund it manages, exercised control or direction over:

- (i) 4,772,000 Common Shares; and
- (ii) 7,500,000 Common Share purchase warrants of the Issuer (“**Warrants**”) at a price of \$2.00 per Common Share and associated Warrant for an aggregate purchase price of \$15,000,000. Each Warrant entitles the holder thereof to purchase an additional Common Share at a price of \$2.50 per Common Share at any time on or before August 5, 2024. The exercise right of the Warrants is subject to a beneficial ownership limitation which prohibits the holder to exercise any of the Warrants if such exercise would result in the holder holding greater than 9.99% of the issued and outstanding Common Shares of the Issuer following the exercise,

representing approximately 8.56% of the Issuer’s 55,747,229 issued and outstanding Common Shares as reported in its Management’s Discussion and Analysis dated October 29, 2021.

**Item 3 – Statement of Eligibility**

3.1 Armistice is eligible to file reports under Part 4 of National Instrument 62-103.

**DATED** the 10<sup>th</sup> day of November, 2021.

**ARMISTICE CAPITAL, LLC**

By: *Brian Kohn*  
Brian Kohn  
General Counsel and Chief  
Compliance Officer