

51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

IDLE LIFESTYLE INC. (Poda Holdings, Inc. (the “Company”)
666 Burrard Street
2800 Park Place
Vancouver, BC, V6C 2Z7

Item 2 **Date of Material Change**

July 26, 2022

Item 3 **News Release**

The news release was disseminated by Cision on July 26, 2022.

Item 4 **Summary of Material Change**

The Company announced the payment of a special dividend, and approved the return of capital, on its Subordinate Voting Shares (“SVS”) and Multiple Voting Shares (“MVS”) together amounting to a distribution of CDN\$0.41 per SVS, and CDN\$0.41 per MVS on an as-converted to SVS basis (the “**Distribution**”). The Distribution is expected to be paid on or about August 10, 2022.

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**

Ryan Selby, President- Director

Item 9

Date of Report

July 29, 2022

IDLE Declares Dividends and Approves Return of Capital

Vancouver, BC, July 26, 2022 – IDLE LIFESTYLE INC. ("IDLE" or the "Company") (CSE: IDLE, FSE: 99L.F, OTC: IDLSF) (formerly Poda Holdings, Inc.) is pleased to announce that its Board of Directors has declared the payment of a special dividend, and approved the return of capital, on its Subordinate Voting Shares ("SVS") and Multiple Voting Shares ("MVS") together amounting to a distribution of CDN\$0.41 per SVS, and CDN\$0.41 per MVS on an as-converted to SVS basis (the "Distribution"). The Distribution is expected to be paid on or about August 10, 2022 (the "Payment Date") to holders of record of SVS and MVS on August 3, 2022 (the "Record Date"). Accordingly, the timetable for the Distribution on Canadian Securities Exchange is expected to be:

Ex-Dividend Date*:	August 2, 2022
Record Date:	August 3, 2022
Payment Date:	August 10, 2022

* Ex-Dividend Date is the date on which the shares start trading without the subsequent Distribution value, therefore only shares acquired on or before August 1, 2022, will entitle the Shareholder to participate in the Distribution. The Company notes that August 1, 2022, is an optional holiday in Ontario, Canada, and the CSE market will be closed for trading.

The Distribution will be of an aggregate amount of approximately CDN\$68.2 million, and comprised of a return of capital of approximately CDN\$28 million and dividends of approximately CDN\$40.2 million. The Shareholders will receive CAD\$0.41 per each SVS held, being \$0.215 in connection with the return of capital, and \$0.195 in connection with the dividend payment and CAD\$410 per each MVS held, being \$56.00 in connection with the return of capital, and \$354.00 in connection with the dividend payment.

These dividends are designated by the Company as eligible dividends as defined by the *Income Tax Act (Canada)* and similar provincial or territorial legislation. An enhanced dividend tax credit applies to eligible dividends paid to Canadian residents.

The Distribution follows the completion by the Company, together with Ryan Selby and Ryan Karkairan, of the sale of substantially all of the assets and properties used in the Company's former business (the "Purchased Assets") to Altria Client Services LLC ("ALCS"), a subsidiary of Altria Group, Inc. (NYSE:MO) for a total purchase price of US\$100.5 million, subject to certain adjustments and holdbacks on June 24, 2022, pursuant to a definitive agreement dated May 13, 2022 (the "Transaction"). As consideration for the Purchased Assets, ALCS paid US\$55,275,000 to the Company, as further described on the Company's news release of June 24, 2022.

As a result of completion of the Transaction, the Company no longer has any material property or assets other than cash-on-hand plus the cash proceeds of the Transaction, which amount to approximately CDN\$69.2 million after satisfying the Company's obligations and liabilities. After the Distribution, IDLE expects to retain approximately CDN\$1 million in cash to explore new business opportunities for the economic benefit of its Shareholders, subject to the terms of the Asset Purchase Agreement.

Non-Canadian Resident Shareholders

The dividend portion of the Distribution is subject to the non-resident withholding tax at the statutory rate of 25%, unless a non-Canadian resident shareholder has certified that it is a resident of a country with a tax treaty with Canada and that they qualify for a lower rate of withholding tax under such tax treaty. All registered shareholders who are non-residents of Canada and who are entitled to tax treaty benefits should complete a Canadian Tax Form [NR301](#), [NR302](#), [NR303](#) (as applicable), and return it by email to the

Company's paying agent, Endeavor Trust Corporation, on or before 5:00 p.m. PST on August 9, 2022. Please send your completed and signed form by email on or before such time to:

Attn: Corporate Actions Department
admin@endeavortrust.com

Failure to do so will result in the Company withholding from your pro-rata share of the dividend portion of the Distribution at the statutory 25% withholding tax rate.

Non-Canadian resident shareholders who hold their shares through a broker do not need to return a form to the Company and should contact their broker directly.

Additional Information

Further details regarding the Distribution are set in the management information circular (the "**Circular**") sent to Shareholders in connection with the special meeting held on June 22, 2022, which is available under IDLE's profile at www.sedar.com.

On Behalf of the Board,
Ryan Selby
CEO, Director, and Chairman of the Board

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FORWARD-LOOKING STATEMENTS

This news release contains "forward-looking information" which may include, but is not limited to, information with respect to the activities, events or developments that the Company expects or anticipates will or may occur in the future. Such forward-looking information is often, but not always, identified by the use of words and phrases such as "plans," "expects," "is expected," "budget," "scheduled," "estimates," "forecasts," "intends," "anticipates," or "believes" or variations (including negative 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. Such forward-looking information includes, among other things, information regarding: the anticipated timetable for the payment of the Distribution, the tax consequences of the Distribution, the anticipated amount of the Distribution per SVS and MVS, the anticipated amount of the proceeds to be retained by the Company to explore new business opportunities, and the Company's ability to identify such opportunities. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the Company. Although such statements are based on assumptions management considers reasonable, there can be no assurance that the Distribution will be completed on the timetable set out in this news release or that events or facts will not arise that reduce the anticipated amount of the Distribution per SVS and MVS.

Forward looking information involves known and unknown risks, uncertainties and other risk factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such risks include risks related to increased competition and current global financial conditions, access and supply risks, reliance on key personnel, operational risks, regulatory risks, financing, capitalization and liquidity risks. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information

will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation, except as otherwise required by law, to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors change.

Investors are cautioned that, except as disclosed in the Circular, copies of which are filed under the Company's profile at www.sedar.com, any information released or received with respect to the Distribution may not be accurate or complete and should not be relied upon.

The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.