Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 **NAME AND ADDRESS OF COMPANY**

Element Lifestyle Retirement Inc.
(the "**Company**" or "**Element**")
1147 Homer Street
Vancouver, BC V6B 2Y1

ITEM 2 **DATE OF MATERIAL CHANGE**

December 31, 2016 and January 11, 2017

ITEM 3 **NEWS RELEASE**

Issued January 11, 2017 at Vancouver, BC

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

Mr. Rob Kang resigned as chief financial officer effective as of December 31, 2016 and Mr. Ed Duda has been appointed in his place. In addition, Mr. Conan Graham has been appointed as Vice President of Corporate Development.

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

ITEM 5.1 **Full Description of Material Change**

The material change fully described in Item 4 is announced in the Company's News Release of January 11, 2017 attached hereto and as filed on SEDAR.

ITEM 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**

There are no significant facts required to be disclosed herein which has been omitted.

ITEM 8 **EXECUTIVE OFFICER**

Contact: *Michael Diao*, Chief Executive Officer at (604) 676-1418

ITEM 9 **DATE OF REPORT**

January 13, 2017

1147 Homer Street
Vancouver, BC V6B 2Y1

FOR IMMEDIATE RELEASE

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ELEMENT LIFESTYLE RETIREMENT INC. ANNOUNCES MANAGEMENT CHANGES

VANCOUVER, B.C. (January 11th, 2017) – Element Lifestyle Retirement Inc. (TSXV: ELM) (the "**Company**" or "**Element**"), an innovative and leading provider of development and management services for seniors' retirement communities, announced today that Mr. Ed Duda has accepted the position of Chief Financial Officer of the Company. Mr. Rob Kang has resigned effective as of December 31, 2016 to pursue other business interests. The Board thanks Mr. Kang for his contributions throughout the going public process and the following year contributing to the Company's growth.

Mr. Duda brings to Element over 25 years of senior industry experience within public and private companies in all aspects of corporate finance, administration, strategic planning, regulatory reporting, operations, business development, risk management and technology implementation. He will play a key role as Element moves to its next stage of corporate development.

Amongst his credentials, Mr. Duda is a former CFO & Corporate Secretary for a gold and silver exploration and development mining company. In addition, he has held the following positions: Senior VP & CFO; VP, CFO & Chief Privacy Officer; Chief Operating Officer; VP Finance; and VP Administration & Credit for a number of financial services organizations located nationally and some internationally. Mr. Duda holds a Chartered Professional Accountant Designation and a Bachelor of Business Administration Degree (Accounting & Finance) along with numerous Canadian Securities Institute accreditations.

The Board also announces that Mr. Conan Graham has accepted the position of Vice President of Corporate Development. Mr. Graham brings more than 15 years of broad and diversified business experience from the technology and health care sectors. As V.P. Corporate Development, Conan will be responsible for creating and executing Element's business development strategy, ensuring complete alignment with the Company's corporate vision, philosophy and core values.

Prior to joining Element, Mr. Graham led Business Optimization Projects within Watermark Dental Group and held several senior leadership positions in technology distribution & services throughout Western Canada. Conan possesses an innate understanding of what is required to strengthen an organization and build its brand. His strong relationship management skills will be key in forming and maintaining healthy, high-performing strategic alliances. Conan carries himself with a strong sense of integrity and has a passion for building high performance, purpose-driven teams.

Mr. Graham is a certified Project Management Professional (PMP), holds a Bachelor of Arts (BA) in Administrative Studies, a Masters Certificate in Project Management, and will graduate the Queen's University Executive MBA program in May 2017.

"Messrs. Duda and Graham bring a wealth of invaluable experience to Element", said Michael Diao, CEO of Element. "Their expertise will add tremendous value as we move forward with the development of the Opal and Oasis communities, assess new opportunities in Canada and advance our plans for China."

The Board has also accepted the resignation of Amanda List as Vice President of Leadership and People Development. Amanda will remain as an outside consultant to Element and the Company will continue to utilize her invaluable direction in staff development.

About Element Lifestyle Retirement

Element was established in June 2013 in Vancouver, British Columbia. It is in the business of providing specialized development expertise and flexible, innovative management services for senior retirement communities. The core business of Element is the development and management of third party assets in the "senior retirement community" space. Element aspires to be one of the most respected senior living specialists in North America, emphasizing the "Continuum-of-Lifestyles" model, which encompasses a smooth, seamless transition for seniors from independence to assisted living to complex care. The management team of Element has over 20 years of experience developing and operating retirement communities.

ON BEHALF OF THE BOARD
ELEMENT LIFESTYLE RETIREMENT INC.

"Michael Diao"

Chief Executive Officer and Director
Telephone: (604) 676-1418
www.elementlifestyleretirement.com

Forward-looking Statement Caution

This news release contains "forward-looking information" within the meaning of applicable securities laws relating to development of Element's business, including statements regarding assessing opportunities and advancing the Company's plans. Although the Company believes in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because the Company can give no assurance that they will prove to be correct. Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks associated with Element's business as disclosed in the Company's most recently filed MD&A. The statements in this news release are made as of the date of this release. The Company undertakes no obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws.