FORM 51-102F3 - MATERIAL CHANGE REPORT

1. NAME AND ADDRESS OF COMPANY

Else Nutrition Holdings Inc.
1048 165th Street
Surrey, BC V4A 9A2

2. DATE OF MATERIAL CHANGE

April 1, 2025

3. NEWS RELEASE

News release dated April 1, 2025 was disseminated via Newswire and filed on SEDAR+

4. SUMMARY OF MATERIAL CHANGE

Else Nutrition Granted Voluntary Management Cease Trade Order

5. FULL DESCRIPTION OF MATERIAL CHANGE

Else Nutrition Holdings Inc. announced that it has been granted a voluntary management cease trade order in accordance with National Policy 12-203 due to it not being able to file its annual financial statements, management's discussion and analysis ("MD&A") and annual information form ("AIF") for the year ended December 31, 2024 on SEDAR within 90 days of its financial year-end. The management cease trade order has been granted by the Company's principal regulator, the British Columbia Securities Commission.

The Company concluded that it would not be in a position to complete the year-end audit within the time periods required by National Instrument 51-102 due to timing constraints in completing audit procedures. As a result, the Company requires additional time to file its annual financial statements, MD&A and AIF for the financial year ended December 31, 2024.

The Company expects to file its annual financial statements, MD&A and AIF for the year ended December 31, 2024 by April 9, 2025 and in any event no later than May 30, 2025, and will issue a news release once they have been filed. The Company intends to satisfy the provisions of the alternative information guidelines of National Policy 12-203, by issuing bi-weekly default status reports, in the form of news releases, until the revocation of the management cease trade order. The Company is not subject to any insolvency proceedings. The management cease trade order will prohibit the chief executive officer and the chief financial officer of the Company from trading in securities of the Company for so long as the annual financial statements, MD&A and AIF are not filed. The issuance of the management cease trade order does not affect the ability of persons other than the chief executive officer and the chief financial officer of the Company to trade in the Company's securities.

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

Not applicable.

8. **EXECUTIVE OFFICER**

Hamutal Yitzhak, CEO
Telephone: +972-3-6445095

9. **DATE OF REPORT**

April 10, 2025