FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and address of the Company

Lumiera Health Inc./Lumiera Santé Inc. (the **"Company" or "Lumiera")**
2300 boulevard Industriel,
Chambly, QC J3L 4V2

Item 2 Date of material change

December 17, 2025

Item 3 News release

Lumiera issued a news release with respect to the material change described herein via Cision on January 14, 2025.

Item 4 Summary of material change

Lumiera announced that the *Autorité des marchés financiers* (the "**AMF**") has granted a partial revocation dated December 17, 2024 of the failure-to-file cease trade order (the "**FFCTO**") issued against the Company on April 8, 2024. This partial revocation (the "**Partial Revocation Order**") allows the Company to proceed with key actions to address its regulatory obligations.

Item 5 Full description of material change

The Company is pleased to announce that the *Autorité des marchés financiers* (the "**AMF**") has granted a partial revocation dated December 17, 2024, of the failure-to-file cease trade order (the "**FFCTO**") issued against the Company on April 8, 2024. The FFCTO was imposed due to delays in filing certain continuous disclosure documents. This partial revocation (the "**Partial Revocation Order**") allows the Company to proceed with key actions to address its regulatory obligations.

The Partial Revocation Order was pursued in order to settle debts for a maximum of up to $1,025,625, including $820,340 with non-arm's length parties (the "**Shares for Debt Transaction**"). The debt will be settled by the issuance of up to 102,565,500 common shares (the "**Shares**") of the Issuer at a price of $0.01 per Share.

Pursuant to the Partial Revocation Order, Lumiera has successfully settled $638,199.65 of outstanding debt by issuing an aggregate of 63,819,965 Shares to certain creditors (each, a "**Creditor**"). Additionally, the Company intends to complete a second tranche of the Shares for Debt Transaction, subject to obtaining disinterested shareholder approval for the debt settlement with certain creditors at a special meeting scheduled for February 3, 2025, as required by the TSX Venture Exchange (the "**TSXV**"). The participation of certain directors and officers in the Shares for Debt Transaction will constitute a related party transaction as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company intends to rely on the financial hardship's exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101.

Prior to the closing of the Shares for Debt Transaction, Lumiera will provide written notice to each Creditor that the Shares will remain subject to the FFCTO until such time as a full revocation is granted and that the granting of any partial revocation does not guarantee the issuance of a full revocation order in the future.

The purpose of the Shares for Debt Transaction is to obtain the necessary funds to prepare and file all outstanding continuous disclosure documents to subsequently apply for and obtain a full revocation order.

Closing of the Shares for Debt Transaction is subject to acceptance by the TSXV and other customary closing conditions. In addition to any applicable resale restrictions under Canadian securities laws, certain securities issued under the Shares for Debt Transaction will be subject to a four-month resale restriction imposed by the TSXV.

The Company also announces that Marie Bélanger has resigned from the Company's board of directors, effective January 14, 2025. The board of directors and the Company's management team would like to thank Marie Bélanger for her valuable contributions to Lumiera.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Kevin Cole, Chairman of the Board
Email: kmwcole77@gmail.com

Item 9 Date of Report

January 14, 2025