FORM 51-102F3
Material Change Report

ITEM 1 **Name and Address of Company**

Wellbeing Digital Sciences Inc. (the "**Company**")
275 Dundas Street, Unit A1605
London, Ontario
N6B 3L1

ITEM 2 **Date of Material Change**

June 7, 2023

ITEM 3 **News Release**

A news release announcing the material change was disseminated on June 16, 2023 and subsequently filed on SEDAR.

ITEM 4 **Summary of Material Changes**

The Company entered into a share purchase agreement (the "**Purchase Agreement**"), dated June 7, 2023, with Cardinal Group Inc. (the "**Purchaser**"), pursuant to which it proposes to assign (the "**Transaction**") to the Purchaser all of the outstanding share capital of its wholly-owned subsidiary, KGK Science Inc. (the "**Subsidiary**"). The Transaction represents a disposition of substantially all of the operating assets of the Company.

ITEM 5 **Full Description of Material Change**

The Company entered into the Purchase Agreement with the Purchaser, pursuant to which it proposes to assign to the Purchaser all of the outstanding share capital of the Subsidiary. In consideration for the acquisition of KGK, the Purchaser has agreed to pay $2,000,000 (the "**Purchase Price**"), from which they advanced a non-refundable deposit of $200,000 upon signing of the Purchase Agreement. Further deposits can be advanced at the discretion of the Purchaser, subject to the approval of the Company, prior to completion of the Transaction.

The Company and KGK are at arms-length from the Purchaser, and no finders' fees or commissions are payable by the Company in connection with the entering into of the Purchase Agreement. Completion of the Transaction is subject to a number of conditions, including receipt of all necessary shareholder and regulatory approvals, as well as completion of customary closing deliverables. During the period between the signing of the Agreement and the closing of the Transaction, Wellbeing will continue to operate the business in accordance with customary interim operating covenants.

The Transaction represents a disposition of substantially all of the operating assets of the Company and, as a result, is subject to the approval of the Shareholders of the Company. Approval of the shareholders will be sought at a special meeting (the "**Meeting**") to be convened shortly.

ITEM 6 **Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

ITEM 7 **Omitted Information**

No information has been omitted on the basis that it is confidential information.

ITEM 8 **Executive Officer**

The name and telephone number of the officer of the Company who is knowledgeable about the material change and the material change report is:

Natalie Dolphin
VP of Marketing & Investor Relations
Tel.: (416) 706-6364
Email: ndolphin@wellbeingdigital.co

ITEM 9 **Date of Report**

June 19, 2023

This report includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the anticipated completion of the Transaction and the timing for completion of the Meeting. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties and delay or failure to receive regulatory or shareholder approvals. There can be no assurance that such statements 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 statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.