

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

LIFESTYLE DELIVERY SYSTEMS INC.

Suite 810, 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2. Date of Material Change

December 11, 2015

Item 3. News Release

The news release was issued on December 11, 2015 and was disseminated by Newswire.

Item 4. Summary of Material Change

On December 11, 2015, Lifestyle Delivery Systems Inc. (the "Company") closed its private placement offering (the "Offering") announced on November 20, 2015.

Item 5. Full Description of Material Change

On December 11, 2015, the Company sold a total of 7,600,000 units ("Units") at a price of \$0.05 per Unit for total gross proceeds of \$380,000.

Each Unit sold under the Offering consisted of one common share of the Company and one share purchase warrant (the "Warrants") entitling the holder to purchase one additional common share for a period of two years after closing at an exercise price of \$0.10 per share during the first year after closing, and an exercise price of \$0.15 per share during the second year after closing.

In connection with the Offering, the Company paid cash finders fees totalling \$22,080, and issued 441,601 finders warrants (the "Finders Warrants"). The Finders Warrants entitle the holder to purchase one common share of the Company on substantially the same terms as the Warrants.

Directors and executive officers of the Company, and a person related to a director of the Company subscribed for Units under the Offering as follows:

Name	Relationship to Issuer	Units Subscribed For	Proceeds
Brad Paul Eckenweiler	Director and Chief Executive Officer	1,900,000	\$95,000
David Velisek	Director	90,000	\$4,500
Lori Velisek	Spouse of Director	90,000	\$4,500
Total		2,080,000	\$104,000.00

No finders fees were paid in connection with the subscriptions of the above persons.

The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements provided under Section 1.2 of Canadian Securities Exchange Policy 6 and Sections 5.5(a) and 5.7(a) of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") on the basis that the subscription for Units by related parties under the Offering was less than 25% of the Company's market capitalization.

The securities issued under the Offering will be subject to a hold period expiring on April 12,

2016 pursuant to applicable Canadian securities laws.

Proceeds from the Offering will be used for general corporate purposes.

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Yana Silina
Chief Financial Officer
604-648-0522

Item 9. Date of Report

December 16, 2015