

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT/RSU OR AMENDMENT

Name of Listed Issuer: Poda Lifestyle and Wellness Ltd. (the "Issuer").

Trading Symbol: PODA

Date: November 2, 2021

1. New Options/Restricted Share Units (RSUs) Granted:

Date of Grant: November 1, 2021

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Options/ RSUs	Exercise Price (\$)	Expiry Date	No. of Options/ RSUs Granted in Past 12 Months
Christopher Tepr	Consultant	No	400,000 options	0.56	11/01/2026	Nil

Total Number of Options/RSUs proposed for acceptance: 400,000 options

2. Other Presently Outstanding Options/RSUs:

Name of Optionee	No. of Options/RSUs ⁽¹⁾	Exercise Price	Original Date of Grant (mm-dd-yyyy)	Expiry Date (mm-dd-yyyy)
Patrick Gray	66,548 Options	0.16	01/02/2019	10/13/2022
Ryan Karkairan	255,102 Options	0.16	01/02/2019	10/13/2022
Ryan Selby	510,204 Options	0.16	01/02/2019	10/13/2022
Karen Merrifield	30,000 Options	0.16	03/15/2019	03/15/2024
Kathy Love	60,000 Options	0.16	03/15/2019	03/15/2024
Keira Danniels	30,000 Options	0.16	03/15/2019	03/15/2024
Patrick Gray	233,452 Options	0.16	03/15/2019	03/15/2024
Paul Ciullo	120,000 Options	0.16	03/15/2019	03/15/2024
Devin Tsungen Huan	4,000 Options	0.16	03/15/2019	03/15/2024
Gregory Crompton	10,000 Options	0.16	03/15/2019	03/15/2024
Kerry Chin	8,000 Options	0.16	03/15/2019	03/15/2024
Miroslav Kuzmanovic	8,000 Options	0.16	03/15/2019	03/15/2024
Ryan Karkairan	813,246 Options	0.16	03/15/2019	03/15/2024
Ryan Selby	1,626,492 Options	0.16	03/15/2019	03/15/2024
Karen Karkairan	50,000 Options	0.10	10/31/2020	10/31/2025
George Sterling	50,000 Options	0.10	10/31/2020	10/31/2025
Paul Ciullo	50,000 Options	0.10	10/31/2020	10/31/2025

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Name of Optionee	No. of Options/RSUs ⁽¹⁾	Exercise Price	Original Date of Grant (mm-dd-yyyy)	Expiry Date (mm-dd-yyyy)
Stefan Lindham	100,000 Options	0.10	01/15/2021	01/15/2026
Marco Sifani	100,000 Options	0.10	01/15/2021	01/15/2026
Aaron Bowden	200,000 Options	0.10	01/15/2021	01/15/2026
Michael Nederhoff	100,000 Options	0.10	01/15/2021	01/15/2026
Paul Ciullo	100,000 Options	0.10	01/15/2021	01/15/2026
Daniel Chen	200,000 Options	0.10	03/30/2021	03/30/2026
Jason Sonshine	150,000 Options	0.10	03/30/2021	03/30/2026
Nicholas Kaydsh	150,000 Options	0.10	03/30/2021	03/30/2026
Michael Nederhoff	485,000 RSUs	1.39	06/28/2021	06/28/2026
Nicholas Kaydsh	435,000 RSUs	2.33	07/06/2021	07/06/2026
Jagdeep Gupta	50,000 RSUs	2.42	07/13/2021	07/13/2026
Emily Davis	20,000 RSUs	2.42	08/09/2021	08/09/2026
Lisa Kowan	20,000 RSUs	2.42	08/09/2021	08/09/2026

⁽¹⁾ Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options/RSUs (including prior approval of an option plan), state the date that the shareholder meeting approving the grant was or will be held.

N/A

- (b) State the date of the news release announcing the grant of options/RSUs.

November 2, 2021

4. State the total issued and outstanding share capital at the date of grant or amendment.

55,747,229

- (a) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to options/RSUs, including new options/RSUs, amended options/RSUs and other presently outstanding options/RSUs.

10.35% (fully diluted basis)

- (b) If the new options/RSUs are being granted pursuant to an option plan, state the number of remaining shares reserved for issuance under the plan.

2,937,039 options remaining

- (c) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

N/A

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(d) Describe the particulars of any proposed material changes in the affairs of the Issuer.

None

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated November 2, 2021.

Ryan Selby
Name of Director or Senior Officer

"Ryan Selby"

Signature

CEO
Official Capacity