

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company:

M Pharmaceutical Inc. ("M Pharma" or the "Corporation")
430 - 580 Hornby Street
Vancouver, BC
V6C 2B6

2. Date of Material Change:

November 8, 2016

3. News Release:

A press release reporting the material change was issued on November 8, 2016 via Marketwired.

4. Summary of Material Change:

The Company announced that it has closed its previously announced agreement to acquire from ToConceive LLC., an arms-length private pharmaceutical company, the rights to an FDA approved women's health product, used as a natural conception lubricant as an infertility treatment.

5. Full Description of Material Changes:

The Company announced that it has closed its previously announced agreement to acquire from ToConceive LLC., an arms-length private pharmaceutical company, the rights to an FDA approved women's health product, used as a natural conception lubricant as an infertility treatment. The Company issued 20 million shares and will pay a 5% royalty on sales.

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

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

For further information, please contact:

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604-428-0511

9. Date of Report:

November 9, 2016