

## FORM 51-102F3 - MATERIAL CHANGE REPORT

1. **NAME AND ADDRESS OF COMPANY**

EXMceuticals Inc.  
24 West 4<sup>th</sup> Avenue  
Vancouver, BC V5Y 1G3

2. **DATE OF MATERIAL CHANGE**

April 17, 2019

3. **NEWS RELEASE**

News release dated April 16, 2019 was disseminated through the facilities of Stockwatch and Bay Street and filed on SEDAR

4. **SUMMARY OF MATERIAL CHANGE**

EXMceuticals closes second tranche of private placement

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

EXMceuticals Inc. (the "Company") is pleased to announce that it has completed the second tranche of its non-brokered private placement (the "Offering"). Further to the news release dated March 14, 2019, the Company raised additional gross proceeds of \$2,506,820 by way of private placement of 1,856,904 common shares (the "Shares") at a price of \$1.35 per Share, in the second tranche. The Company has raised aggregate gross proceeds of \$3,518,538 from the first and second tranche closings.

All Shares sold in connection with the Offering are subject to a 4-month hold period expiring on August 18, 2019 as prescribed by the Canadian Securities Exchange and applicable securities laws. The proceeds from the Offering will be used for general working capital. In connection with the second tranche of the Offering, the Company agreed to pay aggregate finders' fees of \$144,765 in cash and issue an aggregate of 107,233 finders' warrants (the "Finders Warrants"). Each Finders Warrant is exercisable into one common share in the capital of the Company at a price of \$1.35 for a period of 18 months from closing of the Offering.

6. **RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

7. **OMITTED INFORMATION**

Not applicable.

8. **EXECUTIVE OFFICER**

Christopher Gulka, CFO  
Telephone: +1 403-262,2803

9. **DATE OF REPORT**

April 25, 2019