

THIS MATERIAL CHANGE REPORT SUPERCEDES OUR FILING ON JUNE 23, 2014 AND IS BEING RE-FILED TO INCLUDE INFORMATION UNDER ITEM 5.2 WHICH WAS OMITTED IN ERROR FROM THE ORIGINAL FILING.

**AMENDED AND RESTATED**

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Helius Medical Technologies, Inc.  
Suite 1980 – 1075 West Georgia Street  
Vancouver, BC V6E 3C9

(“**Helius**” or the “**Company**”)

**Item 2 Date of Material Change**

June 13, 2014 and June 23, 2014

**Item 3 News Release**

News releases dated June 13, 2014 and June 23, 2014 were issued and disseminated and filed on SEDAR.

**Item 4 Summary of Material Change**

On June 13, 2014, the Company announced that it has completed its plan of merger whereby the Company has acquired a 100% interest in Neurohabilitation Corporation.

On June 23, 2014, the Company announced the commencement of trading on the Canadian Securities Exchange on June 23, 2014 under the symbol “HSM”. The Company also announced the grant of options to directors, officers and consultants and the entering into a consulting agreement with Sproatt Mountain Ventures Inc.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

On June 13, 2014, the Company announced that further to its news releases dated May 30 and June 6, 2014, it has completed its plan of merger (the “**Transaction**”) whereby the Company has acquired a 100% interest in Neurohabilitation Corporation (“**Neuro**”). The Company also received conditional approval to list its common shares on the Canadian Securities Exchange, subject to standard conditions of listing.

Pursuant to the Transaction, the Company's wholly-owned subsidiary was merged into Neuro and all of the common shares in the capital of Neuro were cancelled in consideration for the issuance of an aggregate of 35,300,083 common shares in the capital of the Company (each, a "Share") to the Neuro shareholders. Neuro is now a wholly-owned subsidiary of the Company.

### Concurrent Financing

In connection with the Transaction, the Company closed a private placement on May 30, 2014 (the "**Private Placement**") consisting of 15,240,000 subscription receipts at a price of \$0.50 per subscription receipt for gross proceeds of \$7,620,000, as announced in a previous news release dated May 30, 2014. Upon closing of the Transaction, each Subscription Receipt automatically converted, for no additional consideration, into one common share of Helius and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one additional common share of the Company at a price of \$1.00 for a period of two years from the date of closing of the Private Placement.

The Company: (i) paid aggregate cash amount of \$412,200; and (ii) issued an aggregate of 824,400 warrants, each of which is exercisable to acquire one common share of the Company at a price of \$1.00 per share until the date which is two years from the date of closing of the Private Placement to certain finders in connection with the completion of the Private Placement.

All securities issued pursuant to the Private Placement will be subject to a hold period expiring on October 1, 2014, in accordance with applicable Canadian securities laws. In addition, the securities issued pursuant to the Private Placement, including the common shares issuable upon exercise of the warrants, have not been registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. Any public offering of the securities to be made in the United States must be made by means of a prospectus containing detailed information about the Company and management, as well as financial statements. The securities issued by the Company pursuant to the Private Placement are "restricted securities" as defined under Rule 144(a)(3) of the U.S. Securities Act and contain the appropriate restrictive legends as required under the U.S. Securities Act and Canadian Securities Administrators National Instrument 45-102.

Neuro is a Delaware company involved in the medical device industry. Neuro has exclusive worldwide rights to a patent pending technology that is believed will enable the first non-invasive means for delivering neurostimulation through the oral cavity (the "**PoNS<sup>TM</sup>**").

The brain's ability to recognize its operation in response to new information sources, new functional needs, or new communication pathways is referred to as Neuroplasticity. Neuroplasticity is a process underlying all cerebral learning, training, and rehabilitation. Neuromodulation is the use of external tactile stimulation to intentionally change and regulate the internal electrochemical environment of the brain.

Traditional rehabilitation interventions have typically involved medication and various forms of therapies, including physical therapy. In a non-controlled clinical setting, the PoNSTM device has shown to improve and sustain functional rehabilitation to address brain dysfunction from traumatic, degenerative, developmental, chemical, or unknown origins when combined with physical or cognitive therapy designed to overcome the identified symptoms. The device, in conjunction with physical or cognitive, therapy, has shown anecdotal positive results in a series of case studies. FDA registrational clinical trials is expected to be undertaken to fully develop the devices efficacy profile.

The directors and officers of the Company are,

- Philippe Deschamps, President, Chief Executive Officer and Director

Mr. Deschamps offers extensive experience in pharmaceutical and healthcare commercialization. The depth of his expertise stems from his 27 years in the Health Sciences industry, half spent at Bristol Myers Squibb, and half on the service side as CEO GSW Worldwide, a leading healthcare commercialization company. At GSW Worldwide, Mr. Deschamps was responsible for the GSW Worldwide operations which includes offices in the 15 major markets around the world with a turnover of \$160 million. He primarily consulted on global marketing, commercialization and new business model development for pharmaceutical, device and diagnostics companies. From 1986 to 1998, Mr. Deschamps served as director of neuroscience marketing at Bristol Myers Squibb (BMS) in Princeton, N.J., where he participated on several pre-launch global marketing teams in the neuroscience and pain therapeutic areas. In February 2012, he joined MediMedia Health, a marketing services company as CEO. Mr. Deschamps was responsible for the strategic development of the organization, nurturing their clients and developing new non personal products and services for the Healthcare industry. In October 2013, he became CEO of NeuroHabilitation Corporation.

- Amanda Tseng, Chief Financial Officer, Director and Corporate Secretary

Ms. Tseng is a Chartered Accountant and holds a Bachelor of Commerce degree from the University of British Columbia. She is also currently employed with Baron Global Financial Canada Ltd. (“Baron”), as Assistant Manager, Corporate Finance. Prior to joining Baron, Ms. Tseng was a manager of assurance services at MNP LLP.

- Savio Chiu, Director

Mr. Chiu is currently a Senior Manager of Baron Global Financial Canada Ltd., Corporate Finance. Mr. Chiu is a Chartered Accountant and holds a Bachelor of Commerce degree in Accounting from the University of British Columbia. Prior to joining Baron, Mr. Chiu was employed as a senior accountant at the assurance department of Deloitte Vancouver. Over the past few years, Mr. Chiu has served as a Chief Financial Officer and Corporate Secretary and a director of a number of public companies.

- Yuri Danilov, Director

Mr. Danilov, is currently the Research Director in Tactil Communication and Neurohabilitation Laboratory, UW-Madison, co-owner and neuroscience director of Advanced NeuroRehabilitation LLC, former Research Director of Wicab, Inc. He is also currently a Senior Scientist of Biomedical Engineering Department of University of Wisconsin-Madison.

- Mitch Tyler, Director

Mr. Tyler, is currently the co-owner of Advanced NeuroRehabilitation LLC and the Clinical Director of Education / Training of Neurohabilitation Corporation. He received his Ph.D. of Biomedical Engineering from University of Wisconsin-Madison.

On June 23, 2014, the Company announced that further to its news release on June 13, 2014, it will start trading on Canadian Securities Exchange on June 23, 2014 under the symbol “HSM”.

The Company also announced that on June 19, 2014, the Company granted stock options to directors, officers and consultants to purchase up to 3,520,000 common shares at a price of \$0.60 per share, exercisable until June 18, 2019, with one-third of such stock options vesting on the date of grant and another one-third vesting on first and second anniversary of the date of grant.

In addition, the Company entered into a consulting agreement with Sproatt Mountain Ventures Inc. (“Sproatt”) whereby Sproatt will provide investor relations services to increase market awareness of the Company. The Company will pay Sproatt a fee of \$12,000 per month plus applicable tax and grant options for the purchase of 250,000 common shares at \$0.60 per share which shall vest over 24 months, with one quarter of the options vesting at the end of each three month period from the date of grant, and be exercisable until or before June 20, 2019.

## **5.2 Disclosure for Restructuring Transactions**

The Transaction constituted a “restructuring transaction” as defined in National Instrument 51-102. Additional information with respect to the Transaction and Neuro was provided in the Company’s Form 2A Listing Statement dated June 20, 2014 filed with the Canadian Securities Exchange, a copy of which is incorporated by reference herein and is available under the Company’s profile at [www.sedar.com](http://www.sedar.com). The amended and restated audited annual financial statements of the Company for the fiscal year ended March 31, 2014 and the amended and restated audited annual financial statements of Neuro for the year ended March 31, 2014 are also incorporated by reference herein and available under the Company’s profile at [www.sedar.com](http://www.sedar.com).

More current information concerning the Company and Neuro is contained in the Company’s Form 10 registration statement which is also available under the Company’s profile at [www.sedar.com](http://www.sedar.com).

## **Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7          Omitted Information**

Not applicable.

**Item 8          Executive Officer**

Phil Deschamps, President, CEO & Director  
Telephone: 1-267-756-7028 ext. 1061  
Email: pdeschamps@heliusmedical.com

**Item 9          Date of Report**

June 4, 2015