

**Form 51-102F3**

**Material Change Report**

**Item 1 Name and Address of Company**

Network Life Sciences Inc. (the "Company") (formerly, Network Oncology Inc.).  
815 Hornby Street, Suite 605, Vancouver, B.C. V6Z 2E6

**Item 2 Date of Material Change**

August 17, 2015

**Item 3 News Release**

A news release was issued and disseminated through thenewswire.com on August 17, 2015 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)). A copy of the news release is attached as Schedule "A" hereto.

**Item 4 Summary of Material Change**

The Company announced the appointment of Dr. Alexander P. Goumeniouk to the Board of Directors. Dr. Goumeniouk has been a member of the department of Anesthesiology, Pharmacology and Therapeutics at the University of British Columbia (UBC) in the Faculty of Medicine for 25 years. He currently holds the rank of Professor Emeritus. Dr. Goumeniouk has a degree from Queen's University as well as his B.Sc. and M.D. from UBC. He has also trained at the University of Western Ontario (Internal medicine), Harvard (mini-fellowship in transcranial magnetic stimulation) and is board certified in psychiatry from his residency at UBC. Dr. Goumeniouk consults internationally to pharmaceutical companies and also is the patent holder of a rapid, point-of-care diagnostic test (US 6,046,019) and thus brings vast experience to Network Life Sciences Inc. in this field.

The Company also announced that it had granted 2,100,000 options pursuant to the Company's incentive stock option plan. The options are fully vested and expire on August 17, 2017. Each option is exercisable into one common share of the Company.

**Item 5 Full Description of Material Change**

See the press release attached hereto as Schedule "A".

**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**

The following senior officer of the Company is knowledgeable about the material change and this report:

Bill D. Thomas, CFO  
Telephone : (604) 649-5245 or [admin@networkoncology.com](mailto:admin@networkoncology.com)

**Item 9 Date of Report**

August 17, 2015

Schedule "A"  
**Network Life Sciences Announces New Director,  
Non-Brokered Private Placement and Grant of Share Options**

**Vancouver, B.C., July 17, 2015** – Network Life Sciences Inc. ("Network", "the Company") announces the appointment of Dr. Alexander P. Goumeniouk to the Board of Directors. Dr. Goumeniouk has been a member of the department of Anesthesiology, Pharmacology and Therapeutics at the University of British Columbia (UBC) in the Faculty of Medicine for 25 years. He currently holds the rank of Professor Emeritus. Dr. Goumeniouk has a degree from Queen's University as well as his B.Sc. and M.D. from UBC. He has also trained at the University of Western Ontario (Internal medicine), Harvard (mini-fellowship in transcranial magnetic stimulation) and is board certified in psychiatry from his residency at UBC. Dr. Goumeniouk consults internationally to pharmaceutical companies and also is the patent holder of a rapid, point-of-care diagnostic test (US 6,046,019) and thus brings vast experience to Network Life Sciences Inc. in this field.

The Company also announces that it intends to complete a non-brokered private placement (the "Private Placement") of up to 5,000,000 units of the Corporation (the "Units") at a price of CDN\$0.20 per Unit for aggregate gross proceeds of up to \$1,000,000. Each Unit will consist of one common share of the Corporation (a "Unit Share") and one-half common share purchase warrant. Each whole Warrant (a "Warrant") will entitle the holder to purchase one common share ("a "Warrant Share") at a price of \$0.50 per Warrant Share at any time until the close of business on the day which is 12 months from the date of issue of the Warrant (the "Expiry Time").

In the event that the common shares of the Company trade at or above \$0.65 for a period of ten consecutive trading days at any time prior to the Expiry Time, the Company at its option may accelerate the Expiry Time by giving ten days prior written notice (the "Notice") to the warrant holders after the date the Corporation issues a news release informing the warrant holders of such acceleration, and in such a case the Warrants shall expire on the day indicated in the Notice to the warrant holders.

The securities sold under the Private Placement will be subject to restrictions on resale for a period of four months from the date of closing. Proceeds of the Private Placement will be used in the development of the Company's products, administrative and marketing costs, and for general corporate purposes. The issuance of the Units and listing of the Unit Shares and the Warrant Shares pursuant to the Private Placement is subject to the Canadian Securities Exchanges' and the Deutsche Börse Xetra - Frankfurt Stock Exchange's approval, as applicable.

Network also announces that it has granted incentive stock options, exercisable to purchase up to an aggregate of 2,100,000 common shares of the Company to certain directors, officers, employees, and consultants of the Company. The options are exercisable at a price of \$0.25 per common share for a two-year term.

All options are subject to an earlier termination in accordance with their terms.

**About Network Life Sciences Inc.:** Network has acquired and is currently selling a core portfolio of oncology generic products for the European markets with possible expansion to other territories, as well as pursuing the commercialization and future sale of an Ebola testing kit designed for field use. The Company is commercially focused and is dedicated to serving the oncology and disease testing marketplaces by understanding local market dynamics and its customers unmet needs. In addition, the Company has the ability to identify and pursue profitable segments of the oncology market in conjunction with providing value-added products and support services for its portfolio. Network also possesses the knowledge and capability to develop and commercialize differentiated versions of existing cancer products where an unmet need currently exists.

**Further Information**

Further details are available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com), and the Company's profile on the CSE's website at [www.cnsx.ca](http://www.cnsx.ca).

For further information please contact:

Bill Thomas, CFO, and Director

Telephone: 604 649-5245

E-mail: [info@networkoncology.com](mailto:info@networkoncology.com)

Website: [www.networkoncology.com](http://www.networkoncology.com)

Canadian Securities Exchange (CSE): Symbol **NOI**

Deutsche Boerse Xetra - Frankfurt Stock Exchange: Symbol **2NY**; WKN#: A11827

**Forward-Looking Information:** This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business of the Company. Forward-looking information is based on certain key expectations and assumptions made by the management of the Company including future plans for the development and sale of oncological pharmaceutical products and the ebola testing technology. Although the Company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the Company can give no assurance that they will prove to be correct. Forward-looking statements contained in this press release are made as of the date of this press release and the Company disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact, included in this release are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include the failure to satisfy the conditions of the Canadian Securities Exchange and other risks detailed from time to time in the filings made by the Company with securities regulators.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement.