

FORM 51 – 102F3
Material Change Report

Item 1 **Name and Address of Company**

BioDE Ventures Ltd. (the “Company”)
2820-200 Granville St. Vancouver BC V6C 1S4 E8

Item 2 **Date of Material Change**

April 28, 2017

Item 3 **News Release**

On May 1, 2017 news release was filed on SEDAR.

Item 4 **Summary of Material Change**

The board of directors of the Company approved the Assignment and Assumption Agreement dated April 21, 2017, between the Company and BioHEP Technologies Ltd. Mr. Bruce Schmidt resigned as a director of the Company. Ms. M.A. (Jill) Bodkin was appointed to the board of directors and to the audit committee of the Company.

Item 5 **Full Description of Material Change**

The board of directors of the Company approved the Assignment and Assumption Agreement dated for reference April 21, 2017, between the Company and BioHEP Technologies Ltd., a company organized under the laws of the Province of British Columbia (the “Purchaser”) (the “Assignment Agreement”).

Pursuant to the Assignment Agreement, the Company assigned the Exclusive License Agreement effective as of December, 2005 between Migenix, Inc. and Cutanea Life Sciences, Inc. (the “License Agreement”) and certain patents (the “Patents”) for the price of \$450,000 which will be paid by the Purchaser by issuing 540,050 shares of the Purchaser at a price of \$0.833256 per share.

The value of the License Agreement and the Patents of the Company was determined by an independent valuation consultant.

The value of the shares of the Purchaser was determined by dividing the value of the main assets of the Purchaser by the number of issued and outstanding shares of the Purchaser.

The Assignment Agreement is subject to the Company completing an amalgamation pursuant to the Amalgamation Agreement among the Company, Exro Technologies Inc. and 1089001 B.C. Ltd. dated for reference November 7, 2016.

Mr. Bruce Schmidt resigned as a director of the Company.

Ms. M.A. (Jill) Bodkin was appointed to the board of directors and to the audit committee of the Company. Ms. Bodkin is the Chair and CEO at Golden Heron Enterprises and Past Chair of the Board at Westport Innovations. Ms. Bodkin is an independent director.

Item 6 **Reliance on Subsection 7.1 (2) or (3) of National Instrument 51-102**

N/A

Item 7 **Omitted Information**

N/A

Item 8 **Executive Officer**

The following executive officer of the Company is knowledgeable about this report and the material change disclosed herein:

Chester Shynkaryk
Chief Executive Officer
Phone: 604-722-9140

Item 9 **Date of Report**

May 2, 2017.