

**Form 51-102F3**  
**Material Change Report**

**Item 1**      **Name and Address of Company**  
Gravis Energy Corp. (the “Company”)  
950-1130 West Pender Street  
Vancouver, B.C. V6E 4A4

**Item 2**      **Date of Material Change**

March 21, 2017

**Item 3**      **News Release**

A news release was disseminated on March 22, 2017 through the facilities of Marketwired.

**Item 4**      **Summary of Material Change**

The Company is acquiring all of the issued and outstanding securities of BiocurePharm Corporation (“Biocure”), a private Korean biopharmaceutical company, which, subject to regulatory and shareholder approval, will see the Company transition from a resource company to a biopharmaceutical company (the “Transaction”).

**Item 5**      **Full Description of Material Change**

The Company has entered into a merger agreement dated March 21, 2017 with Biocure pursuant to which it will complete the Transaction. Upon completion of the Transaction, the Company anticipates changing its name to “Biocure Technology Inc.”

Pursuant to the Merger Agreement, the Company will consolidate its share capital on a seven old for one new basis (the “Consolidation”) and will acquire all of the issued and outstanding securities of Biocure in consideration of the issuance of common shares of the Company on the basis of 24 post-Consolidation common shares of the Company being issued for each share of Biocure held.

An arm’s length finder is entitled to receive a fee representing 4% of the issued and outstanding common shares of the Company following completion of the Transaction.

The full particulars of the proposed Transaction will be described in a listing statement to be completed in accordance with the policies of the CSE, and which will be available under the Company’s profile at [www.sedar.com](http://www.sedar.com).

The Transaction will be effected through a corporate law procedure in Korea whereby the Company will incorporate a wholly-owned Korean subsidiary (the “Korean Subsidiary”) which will initially hold the common shares issuable to the shareholders of Biocure. The Korean Subsidiary will enter into a comprehensive swap procedure with Biocure in accordance with the Korean Commercial Code such

that the Korean Subsidiary will 'swap' the common shares issued by the Company for the Biocure shares and Biocure will become a wholly-owned subsidiary of Korean Subsidiary, which in turn shall remain a wholly-owned subsidiary of the Company.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

**Item 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8 Executive Officer**

Julie Hajduk is knowledgeable about the material change and the Report and may be contacted (778) 331.3816.

**Item 9 Date of Report**

March 28, 2017