

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

State the full name of your company and the address of its principal office in Canada:

Neurokine Pharmaceuticals Inc. (the "Company")
1275 West 6th Avenue
Vancouver, British Columbia V6H 1A6

Item 2. Date of Material Change

June 4, 2014

Item 3. News Release

The Company did not disseminate a news release. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission.

Item 4. Summary of Material Change

On June 4, 2014 the Company filed a Form 11, Notice of Alteration with the British Columbia Registrar of Companies to increase the Company's authorized capital from 200,000,000 Common Shares without par value to an unlimited number of Common Shares without par value.

Full Description of Material Change

See attached Form 8-K attached hereto as Exhibit "A".

Item 5. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

If this report is being filed on a confidential basis in reliance of subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

Not Applicable.

Item 6. Omitted Information

Not Applicable.

Item 7. Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Please contact Ahmad Doroudian, Director of the Company, at (604) 805-7783

Item 8. Date of Report

DATED June 4, 2014

EXHIBIT "A"

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 3, 2014

NEUROKINE PHARMACEUTICALS INC.

(Exact name of registrant as specified in its charter)

British Columbia (State or other jurisdiction of incorporation)	333-161157 (Commission File Number)	N/A (IRS Employer Identification No.)
1275 West 6th Avenue, Vancouver, British Columbia, Canada (Address of principal executive offices)		V6H 1A6 (Zip Code)
Registrant's telephone number, including area code		(604) 805-7783
	n/a	

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Effective June 4, 2014, we filed with the British Columbia Registrar of Companies a Form 11, Notice of Alteration, wherein we have increased our authorized share capital to 510,000,000 shares of stock from 200,000,000 Common Shares without par value to an unlimited number of Common Shares without par value.

The increase of authorized capital was approved by our stockholders at the annual and special meeting held on June 3, 2014.

Item 5.07 Submission of Matters to a Vote of Security Holders

On June 3, 2014, our company held an annual and special meeting of stockholders to elect directors, appoint our company's auditors, approve the Say-On-Pay, recommend the Say-When-On-Pay, approve a stock split (consolidation) and approve a change of name of our company.

The following motions were passed at our meeting:

1. election of Ahmad Doroudian as a director (For – 39,892,616/ Against - Nil / Abstain – Nil)
2. election of Maziar Badii as a director (For – 39,792,616 / Against - Nil / Abstain – Nil)
3. election of Richard Azani as a director (For – 39,792,616 / Against - Nil / Abstain – Nil)
4. appointment of Sadler Gibb & Associates, LLP as our company's auditor (For – 40,395,503 / Against - 69,600 / Abstain – Nil)
5. advisory vote on the compensation of the named executive officers (Say-On-Pay) (For – 39,791,416/ Against - 1,200 / Abstain – Nil)
6. advisory vote on the frequency of future advisory votes on the compensation of the named executive officers (Say-When-On-Pay) (One Year – 3,200 / Two Years– Nil / Three Years- 39,791,416)
7. Increase to authorized capital from 200,000,000 Common Shares without par value to an unlimited number of Common Shares without par value (For – 39,792,416 / Against - 200/ Abstain – Nil)

Item 9.01 Financial Statements and Exhibits

3.1 Form 11, Notice of Alteration

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 4, 2014

NEUROKINE PHARMACEUTICALS INC.

/s/ Hamid Doroudian

Dr. Hamid Doroudian
President, Chief Executive Officer and Secretary



**BC Registry
Services**

Mailing Address:
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3
www.corporateonline.gov.bc.ca

Location:
2nd Floor - 940 Blanshard Street
Victoria BC
1 877 526-1526

Notice of Alteration

FORM 11
BUSINESS CORPORATIONS ACT
Section 257

Filed Date and Time: **June 4, 2014 10:03 AM Pacific Time**

Alteration Date and Time: **Notice of Articles Altered on June 4, 2014 10:03 AM Pacific Time**

NOTICE OF ALTERATION

Incorporation Number:

BC0649186

Name of Company:

NEUROKINE PHARMACEUTICALS INC.

ALTERATION EFFECTIVE DATE:

The alteration is to take effect at the time that this application is filed with the Registrar.

AUTHORIZED SHARE STRUCTURE

1. No Maximum COMMON Shares Without Par Value

Without Special Rights or
Restrictions attached