

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company
Breathtec Biomedical Inc.. (“**Breathtec**” or the “**Company**”)
Suite 915 – 700 West Pender St.
Vancouver, British Columbia
Canada V6C 1G8

Item 2: Date of Material Change
May 18, 2017

Item 3: News Release

A news release announcing this material change was issued May 18, 2017 and a copy was filed on SEDAR and the CSE.

Item 4: Summary of Material Change

The Company announced the appointment of Mr. Alfred Wong as Vice President, Corporate Development and Communications.

The Company also announced that Mr. Kal Malhi has resigned his positions as President and Director of the Company. Mr. Guy LaTorre, CEO also now serves in the role of President of the Company.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

Refer to the press release of the Company disseminated on May 18, 2017, attached hereto.

5.2 Disclosure for Restructuring Transactions
Not applicable.

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

For further information, please contact Mike Sadhra, CFO at (604) 646-1553 or msadhra@sadhrachow.com

Item 9: Date of Report
May 18, 2017

Breathtec Biomedical to Investigate Zika Virus Airborne Disease Detection

--Company pivots focus onto FAIMS Technology for new commercial applications

VANCOUVER, BC – (MARKETWIRED - May 18, 2017) – [Breathtec BioMedical, Inc.](#) (CSE: BTH.CN) (CNSX: BTH) (CSE: BTH) (FRANKFURT: BTI) (OTCQB: BTHCF) (the “**Company**” or “**Breathtec**”), a medical diagnostics company focused on developing, in-licensing and commercializing proprietary, innovative breath analysis devices for the early detection of infectious and life threatening diseases, wishes to address recent corporate events and to provide an update regarding its immediate outlook and future plans.

The Company is pleased to announce the formation of a new strategic alliance and research agreement with ZeptoMetrix™ Corporation, an industry leader and innovator for Infectious Disease Diagnostics and Development. Plans include an exploratory study to identify biomarkers associated with the Zika virus. The Company views the development of portable devices designed to screen individuals who may carry infections such as Zika at international points of entry as a significant opportunity for its technology. This is a new and exciting area of interest for the Company as current tests for infectious diseases are expensive and often require time consuming lab testing delays.

“Our extensive experience and expertise in propagation and purification of infectious disease cultures will be a tremendous asset in this relationship,” states Dr. Gregory R. Chiklis, President and CEO of ZeptoMetrix Corporation. “I am excited and pleased in what both ZeptoMetrix™ and Breathtec are committed to bringing to this alliance in order to help provide patients with proper results.”

Concurrently, Breathtec continues to progress its flagship FAIMS technology with advanced performance testing of its V2 prototype nearing completion. Updates to the system have increased sensitivity and resolution of the device and refinements to circuit design, ionization source and square wave generation. These improvements are subjects of new and important intellectual property scheduled for patent applications as added value opportunities for the Company. Additional efforts include design and fabrication of a clinically optimal breath intake system anticipated to undergo testing in June. As advancements are made, the Company continues to expand investigations into new avenues for future widespread commercial adoption.

In related news, Breathtec welcomes the appointment of Mr. Alfred Wong as Vice President, Corporate Development and Communications. Mr. Wong is an experienced business development professional in the capital markets, technology, logistics, and waste management sectors. He has extensively consulted with early stage startup companies on the development of business plans, management recruitment, transaction negotiation, mergers & acquisitions, and related business development matters.

Breathtec also announced today that Mr. Kal Malhi has resigned his positions as President and Director of the Company to pursue other interests. Breathtec thanks Mr. Malhi for his services and wishes him well on his future endeavors, and further advises that’s its CEO, Mr. Guy LaTorre now also serves in the role of President. In a related announcement pursuant to the Company’s stock option plan, 700,000 incentive stock options exercisable at \$0.15 per share for a period of five years have been granted to directors, officers and consultants of the Company.

Moving ahead, and pursuant to its strategic goals and ongoing commitment to shareholder value, Company management has determined to solely dedicate its resources and efforts towards the advancement of its High-Field Asymmetric Waveform Ion Mobility Spectrometry (FAIMS) technology. As a result, the Company and licensor advise their intent to mutually terminate the proposed licensing agreement for the NaNose electronic nose technology. The Company feels the advancement of the FAIMS technology platform and its associated exclusive licensing agreement and broad applicability for medical diagnostics worldwide, offers far greater incentives for commercialization of this singularly promising technology platform. As a result, plans for a clinical study of NaNose previously announced for Surrey, Canada will cease, and resources will be redirected to begin a clinical evaluation process of the FAIMS technology, which is currently scheduled to commence later this year.

ON BEHALF OF THE BOARD

“Guy LaTorre”

CEO, President & Director

CONTACT:

Breathtec BioMedical, Inc.

Tel: +1 (352) 327-3152

info@breathtechbiomedical.com

investors@breathtechbiomedical.com

www.breathtechbiomedical.com

ABOUT ZEPTO METRIX™

Founded in 1999 and headquartered in Buffalo, New York with additional facilities in Franklin, Massachusetts, ZeptoMetrix is a fully integrated biotechnology company, whose products and services support all phases of research & development, validation, manufacturing and commercialization of diagnostic tests. Find out more at www.zeptometrix.com.

ABOUT BREATHTEC BIOMEDICAL INC. (CSE: BTH) (OTCQB: BTHCF)

Breathtec Biomedical, Inc. (“Breathtec”) was formed to propel innovative research in the area of airborne analysis as a medical screening tool. Our efforts are aimed at leading the development of commercially viable methods for the early screening of certain pathogens. Our primary avenue of investigation is focused on innovation and advances in the field of specialized mass spectrometry. For more information: www.breathtechbiomedical.com.

CAUTIONARY DISCLAIMER STATEMENT: No Securities Exchange has reviewed nor accepts responsibility for the adequacy or accuracy of the content of this news release. This news release contains forward-looking statements relating to product development, licensing, commercialization and regulatory compliance issues and other statements that are not historical facts. 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 relevant securities exchange(s) and other risks detailed from time to time in the filings made by the Company with securities regulations. 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. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements as expressly required by applicable law.