

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name & Address of Company

Breathtec Biomedical Inc.
Suite 915 - 700 West Pender Street
Vancouver BC Canada V6C 1G8

Item 2. Date of Material Change

March 01, 2018

Item 3. News Release

A news release announcing the material change was issued on March 01, 2018 through the facilities of GlobeNewswire via Canadian Disclosure and a copy was filed on SEDAR.

Item 4. Summary of Material Change

The Company announced the appointment of Christopher J. Moreau as Chief Executive Officer effective March 1, 2018.

The Company also announced that 1,325,000 stock options have been granted to directors, officers, employees and contractors of the Company including 500,000 stock options to Mr. Moreau. The options were assigned an exercise price of \$0.24 and are exercisable for a period of five years, subject to regulatory approval. These stock options are granted under the Company's stock option plan.

Item 5. Full Description of Material Change

Item 5.1 Full Description of Material Change

Please refer to the press release of the Company disseminated on March 01, 2018 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

March 07, 2018



Breathtec Biomedical Announces Appointment of CEO

VANCOUVER, BC – (March 1, 2018) – Breathtec Biomedical Inc. (CSE: BTH) (CNSX: BTH) (FRANKFURT: BTI) (OTCQB: BTHCF) (the “Company”) is pleased to announce the appointment of Christopher J. Moreau as Chief Executive Officer effective March 1, 2018.

Mr. Moreau is a seasoned business professional in the life sciences sector with a strong background in medical devices and biomarker research. Mr. Moreau is currently the CEO of Nash Pharmaceuticals Inc, a privately-held drug development company and was previously President & CEO of Miraculins Inc, a public company where he raised in excess of C\$13 million to fund research & development for screening tests for prostate cancer, skin cholesterol and type 2 diabetes.

"The Board is very pleased to welcome Christopher to the Breathtec team," states Dr. Raj Attariwala, Director of Breathtec. "After conducting a thorough search, the CEO search committee concluded that with his extensive industry knowledge and experience with medical devices and biomarkers, Christopher was ideally suited to increase shareholder value. Christopher’s hands-on and results-driven approach will help Breathtec’s development roadmap as well as explore new potential acquisitions."

The Company also announces that 1,325,000 stock options are being granted to directors, officers, employees and contractors of the Company including 500,000 stock options to Mr. Moreau. The options were assigned an exercise price of \$0.24 and are exercisable for a period of five years, subject to regulatory approval. These stock options are granted under the Company’s stock option plan.

ON BEHALF OF THE BOARD

“Michael Sadhra”
Chief Financial Officer & Director

ABOUT BREATHTEC BIOMEDICAL INC.

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, visit www.breathtecbiomedical.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.

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