

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

October 17, 2018 and October 19, 2018

Item 3. News Release

News releases dated October 16, 2018 and October 22, 2018 were disseminated and filed on SEDAR

Item 4. Summary of Material Change

Breathtec Biomedical Inc. Completes Share Consolidation and Acquisition of Nash Pharmaceuticals Inc.

Item 5.1. Full Description of Material Change

Breathtec Biomedical Inc. (CSE: BTH) (CNSX: BTH) (FRANKFURT: BTI) (OTCQB: BTHCF) (the “**Company**”) announced that further to its news release dated August 2, 2018, the Company has consolidated its common shares on a two (2) for one (1) basis and began trading on the Canadian Securities Exchange on a post-consolidated basis effective October 17, 2018 (the “**Share Consolidation**”). The Company previously had 57,897,356 common shares issued and outstanding. Following the Share Consolidation, the Company has approximately 28,948,678 common shares issued and outstanding.

The new CUSIP number is 10639L200 and the new ISIN number is CA10639L2003. A letter of transmittal was sent by mail to registered shareholders. The letter of transmittal contains instructions on how registered shareholders can exchange their share certificates or DRS statements evidencing their pre-consolidated common shares for new share certificates or new DRS statements representing the number of post-consolidated common shares to which they are entitled. No action is required by non-registered shareholders (shareholders who hold their shares through an intermediary) to effect the Share Consolidation.

In addition, the Company also announced that further to its press release of October 9, 2018, it has completed the acquisition (the “**Transaction**”) of all of the issued and outstanding securities of Nash Pharmaceuticals Inc., a private British Columbia company, (“**Nash Pharma**”) pursuant to the terms of a share exchange agreement dated October 5, 2018 (the “**Definitive Agreement**”) among the Company, Nash Pharma and the securityholders of Nash Pharma. In consideration for the Transaction and pursuant to the terms of the Definitive Agreement, the Company issued an aggregate of 15,800,000

common shares in the capital of the Company (the “**Payment Shares**”) pro rata to the holders of Nash Pharma common shares at a deemed price of \$0.24 per Payment Share. In addition, all outstanding unexercised warrants to acquire Nash Pharma common shares pursuant to outstanding Nash Pharma warrants (“**Nash Pharma Warrants**”) were cancelled. In consideration for such disposition, the holders of Nash Pharma Warrants received the right (a “**Replacement Warrant**”), to acquire one common share in the capital of Breathtec. The exercise price under each Replacement Warrant is equal to the exercise price under the particular Nash Pharma Warrant that was cancelled in consideration for such Replacement Warrant. The Company issued an aggregate of 14,800,000 Replacement Warrants.

Item 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

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this material change report and may be contacted:

Mike Sadhra, Chief Financial Officer
Telephone: 604-646-1553

Item 9. Date of Report

October 26, 2018.