

Form 51-102F3
Material Change Report

1. Name and Address of Company

CARRARA EXPLORATION CORP.
Suite 200, 551 Howe Street
Vancouver, British Columbia
V6C 2C2

(the "Company")

2. Date of Material Change

March 21, 2017.

3. News Release

A news release was disseminated on March 22, 2017 on Stockwatch and was subsequently filed on SEDAR.

4. Summary of Material Change

The Company announced that it entered into an amalgamation agreement (the "Amalgamation Agreement") together with a newly incorporated subsidiary of the Company ("Subco") and PreveCeutical Medical Inc. ("PMI"), whereby PMI will become a wholly-owned subsidiary of the Company by way of a three-cornered amalgamation (the "Amalgamation"). Pursuant to the terms of the Amalgamation Agreement, PMI and Subco will amalgamate and continue as one corporation, which will be a wholly-owned subsidiary of the Company. Upon completion of the Amalgamation, all of the issued and outstanding common shares in the capital of PMI (the "PMI Shares") will be cancelled and the Company will issue an equal number of common shares without par value in the Company (the "Carrara Shares") to the former holders of said PMI Shares (the "PMI Shareholders"), who will then control a majority of the issued and outstanding voting securities of the Company. The Amalgamation and the issuance of the Carrara Shares to the PMI Shareholders will constitute a reverse take-over of the Company by PMI.

5. Full Description of Material Change

See attached news release dated March 22, 2017 and filed on SEDAR at www.sedar.com.

6. Reliance on subsection 7.12 of National Instrument 51-102

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Executive Officer**

Robert Coltura, Chief Financial Officer, Corporate Secretary and Director
Telephone: 604-683-8610.

9. **Date of Report**

March 23, 2017.

CARRARA EXPLORATION CORP.
Suite 200, 551 Howe Street
Vancouver, British Columbia V6C 2C2

News Release

March 22, 2017

Carrara and PreveCeutical Medical Enter into Amalgamation Agreement

FOR IMMEDIATE RELEASE...Vancouver, British Columbia: Carrara Exploration Corp. (the "Company" or "Carrara") (CSE: CAA) announces that it has entered into an amalgamation agreement dated March 21, 2017 (the "Amalgamation Agreement") with a newly incorporated subsidiary of Carrara ("Subco") and PreveCeutical Medical Inc. ("PMI"), whereby PMI will become a wholly-owned subsidiary of Carrara by way of a "three-cornered amalgamation" (the "Amalgamation"). Pursuant to the terms of the Amalgamation Agreement, PMI and Subco will amalgamate and continue as a British Columbia corporation, which will be a wholly-owned subsidiary of Carrara. Upon completion of the Amalgamation, all of the issued and outstanding common shares in the capital of PMI (the "PMI Shares") held by the holders of the PMI Shares (the "PMI Shareholders") will be cancelled and the Company will issue an equal number of common shares without par value in capital of the Company (the "Carrara Shares") to the PMI Shareholders, who will then control a majority of the issued and outstanding voting securities of the Company. The Amalgamation and the issuance of the Carrara Shares to the PMI Shareholders will constitute a reverse takeover of the Company by PMI (the "RTO").

About PMI

PMI is a private British Columbia health and wellness company focused on utilizing nature and science for the benefit of health conscious consumers and that markets nutraceutical products to such consumers. PMI currently has one product available for sale, the CELLB9™ Immune System Booster. CELLB9™ is an oral solution containing polarized and potentiated essential minerals extracted from a novel peptide, obtained from Blue Scorpion serum. The active potentiated ingredients, in the Blue Scorpion serum appear to support health at a deep cellular level, having been used for many years and in over 40 countries. The solution is colourless and odourless and can be administered orally.

PMI's market strategy approach is focused on 2 quick-to-market product lines derived from Caribbean Blue Scorpion Venom, while undertaking an accelerated pre-clinical research program to isolate and synthesize the venom's critical properties, as described in the following:

1. CELLB9™ IMMUNE SYSTEM BOOSTER: PMI intends to move forward with its Internet sales strategy for CELLB9™. PMI has commenced its Health Canada application for an NPN (Natural Product Number) and is also undertaking Nutraceutical/Holistic Medicine registrations for the U.S.A. and European Union.
2. ENERGY DRINK DEVELOPMENT: PMI intends to develop a special formulation of polarized scorpion venom in three therapeutic energy drinks. PMI is in product development and plan to launch the beverages in North America in 2017.
3. PRE-CLINICAL EVALUATION: PMI intends to conduct, a 36-month pre-clinical

evaluation program to be led by Dr. Makarand Jawadekar, PMI's chief science officer, which is anticipated to cover the following subjects:

- (a) Assessment of currently available research data on nature identical peptides;
- (b) Synthesis of targeted peptides and their stability assessment;
- (c) Propose target product profile (TPP) for IND dosage form; and
- (d) The filing of an Investigational New Drug submission with the U.S.A. Food and Drug Administration ("US-FDA"). The Investigational New Drug (IND) program is the means by which the Corporation obtains permission to ship an experimental drug across state lines (usually to clinical investigators) before a marketing application for the drug has been approved the by the US-FDA.

PMI's goal is to develop an extensive patent portfolio; and position specific synthesized peptide(s) for IND and Phase I clinical trials in partnership with established pharmaceutical industry participants. Phase I is the phase where researchers test a new drug or treatment in a small group of people for the first time to evaluate its safety, determine a safe dosage range, and identify side effects.

Amalgamation and RTO

The Amalgamation will be effected pursuant to Division 3 of Part 9 the *Business Corporations Act* (British Columbia). Upon completion of the Amalgamation, all of the issued and outstanding PMI Shares will be cancelled and Carrara will issue Carrara Shares to the former PMI Shareholders on the basis of one Carrara Share for each cancelled PMI Share with the result that, excluding the Private Placement (as defined below) and any other financings that may be carried out by Carrara or PMI, upon the completion of the Consolidation (as defined below) and the closing of the Amalgamation, the PMI Shareholders will hold approximately 91% (non-diluted basis) of the issued and outstanding common shares in the capital of the Company. The Amalgamation will also result in the exchange of each option and/or warrant held by PMI option and warrant-holders (if any) with options and/or warrants issued by the Company of like tenor as those of the PMI options and warrants so exchanged.

The closing of the Amalgamation is subject to a number of conditions, including, but not limited to, completion of satisfactory due diligence by both PMI and the Company, approval of the Amalgamation and the RTO by the respective boards of directors and shareholders of the Company and PMI, the completion of the Consolidation, the closing of the Private Placement and the Company obtaining applicable regulatory approvals, including the approval of the Canadian Securities Exchange (the "CSE") for the listing of the common shares of the Resulting Issuer (as defined below). There can be no assurance that the Amalgamation will be completed as proposed or at all.

Prior to February 2017, the Company was engaged in the business of mineral exploration and the acquisition of mineral property assets in British Columbia. Its objective was to locate and develop economic precious and base metals properties of merit and to conduct its exploration program on the Boomerang Property under the terms of a property option agreement dated December 15, 2014. The property option agreement provides that the Company may abandon the option thereunder (and the agreement) by notice in writing to the optionors and will be responsible for ensuring that the property has sufficient assessment credits recorded against it at the date of termination to keep it in good standing for a minimum of one year from the date of termination.

Upon the closing of the Amalgamation and the RTO, the Company (there referred to as the "Resulting Issuer") will continue the business of PMI under the name "PreveCeutical Medical Inc.", or such other name as is acceptable to the British Columbia Registrar of Companies and the CSE.

The RTO is expected to be a "fundamental change" for Carrara within the meaning of applicable CSE policies and will require approval by a majority of the minority shareholders of Carrara at a meeting of the shareholders of Carrara called for the purpose of considering and passing, if deemed appropriate, a resolution approving the RTO.

Changes in Management

Upon completion of the Amalgamation and the RTO, it is anticipated that Matthew Coltura will remain on the board of directors of the Resulting Issuer and the management of the Resulting Issuer will include the following individuals:

Stephen Van Deventer, Chairman & CEO

Mr. Van Deventer is an experienced businessman, corporate director and co-owner of Cornerstone Global Partners Inc. Specializing in international corporate relations and business development over the last 25 years. Mr. Van Deventer has focused on launching small to medium sized companies into the public markets in Canada, the United States and Europe. He has also owned and operated private companies.

Kimberly Van Deventer, President & Director

Ms. Van Deventer is an entrepreneur with a successful track record of accomplishment that she brings to PreveCeutical, and is co-owner of Cornerstone Global Partners Inc. Motivated and determined, she was ranked the third highest grossing female business owner in BC, Canada in 2009. Kim is a driving force behind the business and is unwavering in her commitment to bring awareness of health and disease prevention to people everywhere.

Brian Harris, Vice President of Corporate Development & Director

Mr. Harris is the Managing Partner at Marketing Services International, a consulting company that provides professional services to early stage private and public companies with a focus on science based new functional food and natural health products. Mr. Harris is a Director and interim CEO of MedAgri Marijuana Labs Inc., a private company that has made an application for Medical Marijuana producers' license with Health Canada. Brian Harris served as a Director and CEO of Russell Breweries Inc. ("Russell"), a TSX-V listed company. During his ten-year tenure, Russell was one of the fastest growing companies in Canada. Prior to that he was a Director and SVP for EFTech Ltd., a public company listed on the ASX and a leading supplier of Electronic Funds Transfer services at the Point of Sale in Australia. Mr. Harris was also a founder of BASS (Best Available Seating Service) International, the computer ticketing system, which operated in 12 markets and 4 continents now known as TicketMaster. In the mid 1980's Mr. Harris was the founder and President of Smoke Free Pty Ltd. in South Africa. SmokeFree helped people stop smoking without gaining weight using a proprietary nutritional supplement three times a day and participating in a support group. During that period, SmokeFree became

the leading company in the smoking cessation market in that country.

Greg Reid – Director

Filmmaker and Keynote Speaker Greg S. Reid is a #1 best-selling author, entrepreneur, and the CEO of several successful corporations, who has dedicated his life to helping others achieve the ultimate fulfillment of finding and living a life of purpose. In addition to being published in over 35 books and featured on Nationally Syndicated programs across the U.S., he is also the creator and producer on the International acclaimed films Pass It On, and Three Feet From Gold.
*(Listed on IMDB)

Shabira Rajan, CPA, CGA, Chief Financial Officer and Controller

Ms. Rajan is the owner of SHROF Financial Management and Accounting, providing financial management services to clients. Prior to that Ms. Rajan was the Director of Finance for Canada Line Rapid Transit Inc., a \$2 billion P3 infrastructure project where she was responsible for all financial aspects of the project including strategies for cash management, regulatory and contractual compliance and reporting, budgeting, forecasting, analysis, procurement, implementation of policies and procedures, and IT. Ms. Rajan is a Chartered Professional Accountant, holds an MBA from Laurentian University and an Advanced Specialty Certificate in Forensic Science Technology, Forensic and Investigative Accounting Option from the British Columbia Institute of Technology. She was a Project Management Professional and an associate member of the Institute of Chartered Secretaries and Administrators. She recently completed the Executive Leadership - Developing Sustainable Non-profit Organizations in the 21st Century, program with the City University of Seattle. Ms. Rajan has served as a board member with WAVAW and was the Chair, Education and Recruiting with the Richmond/South Delta Chapter of CGA BC.

Dr. Makarand Jawadekar, Chief Science Officer

Since 2010 Dr. Makarand Jawadekar has been the owner of Melinda Consulting LLC, a pharmaceutical consulting company. Prior to Melinda Consulting, Mak worked at Pfizer Inc. in Groton-New London, Connecticut, for 28 consecutive years more recently as a Director of Portfolio Management. He was responsible for Drug Delivery Technology Assessment function involving external "Drug Delivery" technologies. He has extensive experience in creating and cultivating external partnerships and alliances for drug delivery technologies. He began his professional career at Pfizer Central Research in early 1982, after having completed his Ph.D. in Pharmaceutics at the University of Minnesota.

Nicole Goncalves-Krysinski, Chief Legal Officer

Nicole Goncalves-Krysinski, Esq., is an attorney and a partner in her own law firm in New York City, New York. She has a J.D. from St. John's University and B.A. from U.C.L.A. Nicole practices in both state and federal courts handling a wide range of cases including complex bankruptcy matters, matrimonial and criminal defense litigation. Her areas of practice also include contract negotiations, business and transactional law and corporate advisement. She is an independent contractor to the Corporation.

Alicia Rebman, Vice President, Marketing & Advertising

Ms. Rebman is a Marketing professional with a background in Publishing Technologies, Communications and Graphic Design with a specialty in branding and communications for social enterprise and NGO start-ups. Ms. Rebman ran a successful design services company for six years and then elevated to head the marketing department for the Global office of Hartley & Marks Group, an international design and publishing company.

Consolidation of Carrara Shares

Prior to the closing of the Amalgamation, the Company will complete a consolidation of all of its issued and outstanding common shares without par value on the basis of three (3) old Carrara Shares for one (1) new Carrara Share (the "Consolidation").

Any fractional shares resulting from the Consolidation will be rounded up to the next whole share if such fractional share was equal to or greater than one-half of a share, and rounded down to the next whole share if such fractional share was less than one-half of a share.

The Consolidation will result in the amount of issued and outstanding Carrara Shares being reduced from 11,987,000 shares to approximately 3,995,667 issued and outstanding shares. In connection with the Consolidation, issued and outstanding options and warrants exchangeable for Carrara Shares will be adjusted in accordance with the terms and conditions of such options and warrants.

Registered shareholders will receive a letter of transmittal from TSX Trust Company describing the process by which shareholders may obtain new certificates representing their post-Consolidation Carrara Shares. Carrara Shares held in uncertified form by non-registered shareholders through brokerage accounts will be converted through each shareholder's brokerage accounts. Non-registered shareholders should consult their broker for further information.

Private Placement

Subsequent to the Consolidation and in conjunction with the Amalgamation, Carrara will undertake a non-brokered private placement (the "Private Placement") of up to 10,000,000 units (the "Units") for minimum gross proceeds of \$1 million and maximum gross proceeds of \$5 million. Each Unit will be issued at a price of \$0.50 per Unit and consist of one Carrara Share and one transferable common share purchase warrant. Each warrant will entitle the holder thereof to acquire one Carrara Share at an issue price of \$1.00 per share for a period of twelve months from the closing of the Private Placement; provided that in the event that the closing price of the Carrara Shares trading on the CSE is at least \$1.50 or more for ten consecutive business days, the Company will have the option of accelerating the expiration date for the exercise of the warrants by giving at least 14 business days' notice.

The proceeds realized from the Private Placement will be held in escrow until the closing of the Amalgamation and the listing of the Resulting Issuer's common shares on the CSE. The proceeds will then be available for general corporate and working capital purposes by the Resulting Issuer.

The Company may pay a finder's fee to certain persons equal to 8% of the gross proceeds raised

in the Private Placement from subscribers introduced to the Company by such persons, which fees will be payable in cash, Units, or a combination of both, at the discretion of the Company.

Loan

In connection with the Amalgamation, PMI's Chief Executive Officer, Stephen Van Deventer, has loaned to the Company \$30,000 (the "Loan") for the purpose of covering certain legal fees (and the taxes and disbursements associated therewith) that the Company will incur in connection with the transactions contemplated by the Amalgamation Agreement, including but not limited to the Amalgamation and the listing of the Resulting Issuer's shares on the CSE. Upon completion of the Amalgamation, the Company will fully repay the Loan to Mr. Van Deventer without any set-off or deductions with any unpaid amount being converted to common shares of the Resulting Issuer at the closing price of such shares on the previous trading day on the CSE.

Further Information

A copy of the Amalgamation Agreement and disclosure documents prepared in connection with same may be viewed on the Company's SEDAR profile at www.sedar.com.

Investors are cautioned that, except as disclosed in the disclosure documents provided in connection with the Amalgamation, any information released or received with respect to the Amalgamation may not be accurate or complete and should not be relied upon.

Carrara is a reporting issuer in the Provinces of Alberta, British Columbia and Ontario and its common shares are listed on the CSE under the symbol "CAA".

On Behalf of the Board of Directors

Robert Coltura
Chief Financial Officer

For further information, please contact:

Robert Coltura
Chief Financial Officer
604-683-8610

The CSE has in no way passed upon the merits of the Amalgamation or the listing of the common shares of the Resulting Issuer, and has neither approved nor disapproved the contents of this news release. Approval of the CSE for the listing of the common shares of the Resulting Issuer will be subject to, among other things, the Resulting Issuer satisfying the listing requirements of the CSE. There can be no assurance that the approval of the CSE regarding the listing of the common shares of the Resulting Issuer will be obtained.

All information contained in this news release with respect to the business of PMI was supplied by the party for inclusion herein, and Carrara and its directors and officers have relied on PMI for any information concerning such party.

Forward-Looking Statements:

This news release includes certain statements that constitute "forward-looking information" within the meaning of

applicable Canadian securities laws. Readers are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly, are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. Statements in this news release that are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, expectations and orientations regarding the future. Often, but not always, forward-looking statements can be identified by words such as "pro forma", "plans", "expects", "may", "should", "budget", "schedules", "estimates", "forecasts", "intends", "anticipates", "believes", "potential" or variations of such words including negative variations thereof and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Such forward-looking statements include, among others, statements as to the terms and conditions of the Amalgamation, Consolidation, Private Placement and the Loan, the listing of the common shares of the Resulting Issuer on the CSE, the anticipated business plans and timing of future activities and the prospects of their success of the Company, PMI, and the Resulting Issuer, including changes in management and the use of the funds raised in the Private Placement, and PMI's ability and success in executing its proposed business plans. Actual results could differ from those projected in any forward-looking statements due to numerous factors including risks and uncertainties relating to the inability of the Company or PMI, as applicable, to obtain the requisite shareholder, regulatory and stock exchange approvals for the Amalgamation and Consolidation, lack of investor interest in the Private Placement and general economic, market or business conditions. These forward-looking statements are made as of the date of this news release and the Company assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in these forward-looking statements. Although the Company and PMI believe that the beliefs, plans, expectations and intentions contained in this news release are reasonable, there can be no assurance that those beliefs, plans, expectations or intentions will prove to be accurate. Readers should consider all of the information set forth herein and should also refer to other periodic reports filed from time-to-time with Canadian securities regulators. These reports and the Company's filings are available at www.sedar.com.