

**Form 51-102F3**  
**Material Change Report**

**1. Name and Address of Company**

PreveCeutical Medical Inc.  
Suite 2200, 1177 West Hastings Street  
Vancouver, BC, V6E 2K3

(the "Company")

**2. Date of Material Change**

June 29, 2018.

**3. News Release**

A news release was disseminated on June 29, 2018 by Newsfile Corp. and was subsequently filed on SEDAR.

**4. Summary of Material Change**

On June 29th, the Company closed its previously announced non-brokered private placement (the "Financing"). The Financing consisted of a total of 130,799,750 units (the "Units") which were issued under at a price of \$0.05 per Unit for gross proceeds of \$6,539,987.50. Each Unit consisted of one common share in the capital of the Company (each, a "Share") and one common share purchase warrant, with each warrant (each, a "Warrant") entitling the holder to acquire one additional Share at a price of \$0.10 per Share for a period of up to two years, expiring on June 29, 2020. In the event that the closing price of the Shares on the Canadian Securities Exchange (the "CSE") is at least \$0.20 per Share for a period of 10 consecutive trading days commencing four months and one day after the closing of the Financing, the Company may accelerate the expiry date of the Warrants by providing notice to the shareholders thereof and, in such case, the Warrants will expire on the 30th day after the date on which such notice is given by the Company.

In connection with the Financing, the Company paid aggregate finder's fees consisting of \$156,760 in cash, 1,600,000 Shares (each, a "Finder's Share") and 4,783,200 non-transferrable finder's warrants (each, a "Finder's Warrant"). Each Finder's Warrant entitles the holder thereof to purchase one Share at a price of \$0.10 per Share for a period of 24 months from the issue date.

**5. Full Description of Material Change**

See attached news release dated June 29, 2018 and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

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

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Executive Officer**

Shabira Rajan, Chief Financial Officer  
Telephone: 604-416-7777 ext. 6239

9. **Date of Report**

June 29, 2018.



News Release

June 29, 2018

### **PreveCeutical Announces the Closing of Oversubscribed Non-Brokered Private Placement**

FOR IMMEDIATE RELEASE . . . Vancouver, British Columbia: PreveCeutical Medical Inc. (the “Company” or “PreveCeutical”) (CSE: PREV, OTCQB: PRVCF, FSE: 18H) announces the closing of its oversubscribed non-brokered private placement financing previously announced April 9, 2018 (the “Financing”).

A total of 130,799,750 units (the “Units”) were issued under the Financing at a price of \$0.05 per Unit for gross proceeds of \$6,539,987.50. Each Unit consists of one common share in the capital of the Company (each, a “Share”) and one common share purchase warrant, with each warrant (each, a “Warrant”) entitling the holder to acquire one additional Share at a price of \$0.10 per Share for a period of up to two years, expiring on June 29, 2020. In the event that the closing price of the Shares on the Canadian Securities Exchange (the “CSE”) is at least \$0.20 per Share for a period of 10 consecutive trading days commencing four months and one day after the closing of the Financing, the Company may accelerate the expiry date of the Warrants by providing notice to the shareholders thereof and, in such case, the Warrants will expire on the 30th day after the date on which such notice is given by the Company.

Securities issued by the Company pursuant to the Financing will have a four month and one day hold period in Canada ending on October 30, 2018, as applicable.

In connection with the Financing, the Company paid aggregate finder's fees consisting of \$156,760 in cash, 1,600,000 Shares (each, a “Finder’s Share”) and 4,783,200 non-transferrable finder's warrants (each, a “Finder’s Warrant”). Each Finder’s Warrant entitles the holder thereof to purchase one Share at a price of \$0.10 per Share for a period of 24 months from the issue date. Mackie Research Capital Corporation received finder’s fees consisting of \$75,920 cash and 1,518,400 Finder’s Warrants, Haywood Securities Inc. received finder’s fees consisting of \$38,800 cash and 776,000 Finder’s Warrants, Canaccord Genuity Corp. received finder’s fees consisting of \$42,040 cash and 888,800 Finder’s Warrants, and Peter Haukedal received finder’s fees consisting of 1,600,000 Finder’s Shares and 1,600,000 Finder’s Warrants.

Stephen Van Deventer, Chairman, CEO and President commented, “I am very pleased to announce this oversubscribed placement due to investor demand in our financing and see this as a strong endorsement of the quality of our research programs and management team. In keeping with our vision of becoming a global preventive health care company, PreveCeutical is continuing to meet key milestones with our portfolio of research and development programs that will boost shareholder value.”

The net proceeds from the Financing are intended to fund the Company's research and development programs and for general working capital purposes.

None of the foregoing securities have been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any applicable state securities laws and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act) or persons in the United States absent registration or an applicable exemption from such registration requirements. This news release does not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the foregoing securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

### ***About PreveCeutical***

PreveCeutical Medical Inc. is a health sciences company that develops innovative preventive therapies utilizing organic and nature identical products.

PreveCeutical aims to be a leader in preventive health sciences and currently has five research and development programs, including: dual gene therapy for curative and prevention therapies for diabetes and obesity; a Sol-gel platform for nose to brain delivery of medical compounds including cannabinoids; Nature Identical™ peptides for treatment of various ailments; non-addictive analgesic peptides as a replacement to highly addictive analgesics such as morphine, fentanyl and oxycodone; and a therapeutic product for treating athletes who suffer from concussions (mild traumatic brain injury).

PreveCeutical sells CELLB9®, an Immune System Booster. CELLB9 is an oral solution containing polarized and potentiated essential minerals extracted from a novel peptide obtained from Caribbean Blue Scorpion venom.

For more information about PreveCeutical, please visit [www.PreveCeutical.com](http://www.PreveCeutical.com), follow us on Twitter: <http://twitter.com/PreveCeuticals> and Facebook: [www.facebook.com/PreveCeutical](http://www.facebook.com/PreveCeutical).

### ***On Behalf of the Board of Directors***

*"Stephen Van Deventer"*  
Chairman, President & CEO

### ***For further information, please contact:***

Deanna Kress  
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### ***Forward-Looking Statements***

This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation, including the United States *Private Securities Litigation Reform Act of 1995*. All statements in this news release that are not purely historical are forward-looking statements and include any statements regarding beliefs, plans and expectations

regarding the future, including, the closing and the amount of the Financing, the intended use of proceeds from the Financing, and anticipated business plans and timing of future business activities of the Company. 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. Actual results could differ from those projected in any forward-looking statements due to numerous factors including risks and uncertainties relating to investor interest in the Financing and the ability of the Company to, among other things, obtain any required governmental, regulatory or stock exchange approvals, permits, consents or authorizations required, including CSE acceptance of the Financing and any planned future activities, complete its research programs as planned, and obtain the financing required to carry out its planned future activities. Other factors such as general economic, market or business conditions or changes in laws, regulations and policies affecting the biotechnology or pharmaceutical industry, may also adversely affect the future results or performance of the Company. Although the Company believes that the statements, beliefs, plans, expectations, and intentions contained in this news release are reasonable, there can be no assurance that those statements, 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 provided by the Company from time-to-time. These reports and the Company’s Canadian continuous disclosure filings are available at [www.sedar.com](http://www.sedar.com).

Readers are cautioned not to put undue reliance on forward-looking statements. These forward-looking statements are made as of the date of this news release and, unless required by applicable law, 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.