

**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 "Issuer")

**2. Date of Material Change**

August 14, 2018.

**3. News Release**

A news release was disseminated on August 15, 2018, by Newsfile Corp. and was subsequently filed on SEDAR.

**4. Summary of Material Change**

On August 14, 2018, the Issuer signed an agreement (the "Licensing Agreement") with Asterion Cannabis Inc. ("Asterion"), whereby Asterion has granted to the Issuer a worldwide licence to use, manufacture, distribute and sell three Health Canada approved natural health products (the "Products").

Under the terms of the Licensing Agreement, Asterion has granted to the Issuer a non-exclusive licence (with a right to sublicense in accordance with the terms of the Licensing Agreement) to use Asterion's intellectual property to make or have made, use, distribute, sell, offer to sell and promote the Products for an initial term of five years, renewable for five consecutive one year terms. In consideration for the licence, the Issuer will pay to Asterion a royalty equal to 20% of the gross sales from the Products sold by the Issuer.

As the Issuer entered into the Licensing Agreement with current and former directors and executive officers of the Issuer (the "Related Parties"), the Licensing Agreement constitutes a related party transaction pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Issuer relied on Sections 5.5(a) and 5.7(1)(a) of MI 61-101 for an exemption from the formal valuation and minority shareholder approval requirements, respectively, of MI 61-101, as, at the time the Licensing Agreement was entered into by the Issuer, neither the fair market value of the subject matter of, nor the fair market value of the consideration for the Licensing Agreement exceeded 25% of the Issuer's market capitalization.

**5. Full Description of Material Change**

See attached news release dated August 15, 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**

August 21, 2018.



FOR IMMEDIATE RELEASE

News Release

August 15, 2018

**PreveCeutical Signs Agreement with Asterion Cannabis Inc. to License Natural Health Products and Engages Monster Media, LLC to Provide Investor Relations Services**

**Vancouver, British Columbia: PreveCeutical Medical Inc. (“PreveCeutical”)** (CSE: PREV, OTCQB: PRVCF, FSE: 18H), and Asterion Cannabis Inc. (“**Asterion**”) announce that they have signed an agreement (the “**Licensing Agreement**”), whereby Asterion has granted to PreveCeutical a worldwide licence to use, manufacture, distribute and sell three Health Canada approved natural health products (the “**Products**”). PreveCeutical also announces that it has entered into an agreement with Monster Media, LLC (“**Monster Media**”), pursuant to which Monster Media will provide investor relations services to PreveCeutical (the “**IR Agreement**”).

***Licensing Agreement with Asterion***

Under the terms of the Licensing Agreement, Asterion has granted to PreveCeutical a non-exclusive licence (with a right to sublicense in accordance with the terms of this Agreement) to use Asterion’s intellectual property to make or have made, use, distribute, sell, offer to sell and promote the Products for an initial term of five years, renewable for five consecutive one year terms. PreveCeutical will pay to Asterion a royalty equal to 20% of the gross sales from the Products sold by PreveCeutical.

Asterion will remain the sole and exclusive owner of all intellectual property licensed to PreveCeutical under the Licensing Agreement, and all of the Products marketed, promoted, leased and sold by PreveCeutical under the Licensing Agreement will be marketed, promoted, leased and sold solely under PreveCeutical’s branding and trademarks.

The Products that are the subject of the Licensing Agreement consist of three natural sleep aids - “Blissful Sleep”, “Blissful Sleep Ex” and “Skullcap Serenity”. Skullcap Serenity can also be used to help relieve anxiety and pain. All three of the Products have undergone thorough testing and meet or exceed the requirements of the European Pharmacopoeia and Health Canada in all quality measurements.

The Products’ ingredients are traditionally used in herbal medicine as non-addictive sleep aids. Blissful Sleep and Blissful Sleep Ex contain hops (*Humulus lupulus*) and root of valerian (*Valeriana officinalis*), while Skullcap Serenity contains powdered or extracted American Skullcap (*Scutellaria lateriflora*) leaves. Skullcap Serenity’s ingredients are also traditionally used to calm nervousness and alleviate pain associated with menstrual cramps. For consumers using cannabis to relieve anxiety and aid sleep, the Products can be used as complementary therapies.

As Preveceutical entered into the Licensing Agreement with current and former directors and executive officers of PreveCeutical (the “**Related Parties**”), the Licensing Agreement constitutes a related party transaction pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). PreveCeutical relied on Sections 5.5(a) and 5.7(1)(a) of MI 61-101 for an

exemption from the formal valuation and minority shareholder approval requirements, respectively, of MI 61-101, as, at the time the Licensing Agreement was entered into by PreveCeutical, neither the fair market value of the subject matter of, nor the fair market value of the consideration for the Licensing Agreement exceeded 25% of PreveCeutical's market capitalization.

### ***IR Agreement with Monster Media***

Under the terms of the IR Agreement, Monster Media will provide investor relations and marketing services to PreveCeutical for a period of three months, to be renewed for subsequent three-month terms at the election of PreveCeutical. As part of the services provided under the IR Agreement, Monster Media will host and display advertorial content supplied by PreveCeutical. For these services, PreveCeutical has paid Monster Media a one-time marketing fee of USD \$50,000 and will pay Monster Media a monthly hosting fee of USD \$2,000.

Monster Media is a media company that provides digital interactive out-of-home advertising solutions in the United States and internationally. It delivers interactive media across various platforms including airports, malls, events, sports and entertainment venues, college campuses, hotels, bus shelters, newsstands, storefronts, mass transit areas, kiosks, and mobile displays.

### ***About PreveCeutical***

PreveCeutical is a health sciences company that develops innovative options for preventive and curative 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 type 2 diabetes and obesity; a Sol-gel drug delivery program; Nature Identical™ peptides for treatment of various ailments; non-addictive analgesic peptides as a replacement to the 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. This product is available on PreveCeutical's website.

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).

### ***About Asterion***

Asterion is a Canadian cannabis company with operations in Australia, specializing in medical cannabis with a goal of becoming an industry leader in next generation cannabis products. Asterion is focused on the future of precision agriculture and aims to produce the highest quality genetically uniform cannabis strains, at an affordable price.

Asterion is led by a team of highly experienced executives with over 120 years of combined experience in medical cannabis, renewable energy, capital markets, and other highly relevant sectors across North America, Oceania, Europe, Africa and Asia.

***On Behalf of the Boards of Directors***

PREVECEUTICAL MEDICAL INC.  
“*Shabira Rajan*”  
Chief Financial Officer and Controller

ASTERION CANNABIS INC.  
“*Stephen Van Deventer*”  
Chief Executive Officer and Director

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

PREVECEUTICAL MEDICAL INC.  
Deanna Kress  
Director of Corporate Communications & Investor Relations  
+1-778-999-6063  
deanna@PreveCeutical.com

ASTERION CANNABIS INC.  
Stephen Van Deventer  
Chief Executive Officer and Director  
+1-604-306-9669  
steve@Asterioncannabis.com

***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 statements regarding beliefs, plans, expectations and orientations regarding the future including, without limitation, the ability of PreveCeutical to develop and bring its products to market, the efficacy of PreveCeutical and Asterion’s products, including the above-mentioned natural health products, the expected duration of the IR Agreement and any expected benefit to PreveCeutical thereunder, matters related to PreveCeutical’s current and planned research and development programs, PreveCeutical and Asterion’s anticipated business plans and its prospect of success in executing its proposed plans. Often, but not always, forward-looking statements can be identified by words such as “plans”, “expects”, “may”, “intends”, “anticipates”, “believes”, “proposes” 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. Forward looking statements are based on certain assumptions regarding PreveCeutical, including expected growth, results of operations, performance, industry trends and growth opportunities. Actual results could also differ from those projected in any forward-looking statements due to numerous factors including, risks and uncertainties relating to the inability of PreveCeutical, to, among other things, obtain any required governmental, regulatory or stock exchange approvals, permits, consents or authorizations required, including Canadian Securities Exchange acceptance of any planned future activities, manufacture and distribute the Products, execute its proposed business plans, 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 healthcare and cannabis industries in Canada may also adversely affect the future results or performance of PreveCeutical. These forward-looking statements are made as of the date of this news release and, unless required by applicable law, PreveCeutical 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 PreveCeutical believes that the statements, beliefs, plans, expectations, intentions and assumptions contained in this news release are reasonable, there can be no assurance that those statements, beliefs, plans, expectations intentions or assumptions 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 PreveCeutical from time-to-time. These reports and PreveCeutical’s filings are available at [www.sedar.com](http://www.sedar.com).

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.