

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

1. **Name and Address of Company**

PreveCeutical Medical Inc. (the "Issuer")  
Suite 2200, 1177 West Hastings Street  
Vancouver, BC, V6E 2K3

2. **Date of Material Change**

May 29, 2019 and May 31, 2019.

3. **News Release**

A news release was disseminated on June 3, 2019, by Newsfile Corp. and was subsequently filed on SEDAR.

4. **Summary of Material Change**

The Issuer received a loan in the aggregate amount of \$300,000 (the "Loan") pursuant to a loan agreement with the Issuer's Chairman and Chief Executive Officer, Mr. Stephen Van Deventer (the "Lender"). The Loan has a one-year term and will bear interest at a rate of 5% per annum, compounded semi-annually and payable on the maturity date. In consideration for the Loan the Issuer has also granted 5,000,000 transferable bonus common share purchase warrants (the "Bonus Warrants") to the Lender. Each Bonus Warrant will entitle the holder to purchase one common share in the capital of the Issuer at an exercise price of \$0.06 per share for a period of one year from the grant date.

The Issuer also announced that Greg Reid has resigned from his position as a director of the Issuer, effective May 31, 2019.

5. **Full Description of Material Change**

See attached news release dated June 3, 2019 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, Controller and Corporate Secretary  
Telephone: 604-416-7777 ext. 6239

9. **Date of Report**

June 4, 2019.



News Release

June 3, 2019

### **PreveCeutical Secures \$300,000 Loan and Resignation of a Director**

FOR IMMEDIATE RELEASE - Vancouver, British Columbia: PreveCeutical Medical Inc. (the “Company” or “PreveCeutical”) (CSE: PREV, OTCQB: PRVCF, FSE: 18H) announces that it has received a loan in the aggregate amount of \$300,000 (the “Loan”) pursuant to a loan agreement with the Company’s Chairman and Chief Executive Officer, Mr. Stephen Van Deventer (the “Lender”).

#### ***Loan Details***

The Loan has a one-year term and will bear interest at a rate of 5% per annum, compounded semi-annually and payable on the maturity date. Pursuant to the Loan, the Company has also granted 5,000,000 transferable bonus common share purchase warrants (each, a “Bonus Warrant”) to the Lender. Each Bonus Warrant will entitle the holder to purchase one common share in the capital of the Company at an exercise price of \$0.06 per share for a period of one year from the grant date. All securities issued pursuant to the Loan will be subject to a hold period of four months and one day in Canada from the date of issuance. The funds received by the Company from the Loan will be used for general working capital purposes.

As the Lender is a current director and executive officer of the Company, the Loan constituted a related party transaction pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company 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 Loan was made available to the Company, neither the fair market value of the subject matter of, nor the fair market value of the consideration for the Loan exceeded 25% of the Company’s market capitalization.

#### ***Resignation of a Director***

Mr. Greg Reid has stepped down as a director of the Company, effective May, 31 2019, to allow for more time to focus on his film making career and Keynote Speaker commitments.

PreveCeutical’s President and Chief Science Officer, Dr. Mak Jawadekar stated, “Greg has served on the PreveCeutical board of directors since the company went public in 2017. He has made many contributions to the success and growth of the company, drawing on his wealth of experience and contacts from his successful business career. On behalf of the board of directors, the management team and our shareholders, I thank Greg and wish him all the best in the future.”

### ***About PreveCeutical***

PreveCeutical is a health sciences company that develops innovative options for preventive and curative therapies utilising 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; the Sol-gel 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).

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***

*“Dr. Makarand (Mak) Jawadekar”*  
President & Chief Science Officer

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

Deanna Kress  
Director of Corporate Communications & Investor Relations  
+1-778-999-6063  
[deanna@PreveCeutical.com](mailto:deanna@PreveCeutical.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 any statements regarding beliefs, plans and expectations regarding the future, including, the use of proceeds from the Loan and the 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”, “will”, “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 future financings, 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 Canadian Securities Exchange acceptance of the Loan and any planned future activities, completing its research programs as planned, and obtaining 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.