

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

Item 1 Name and Address of Company

XPhyto Therapeutics Corp.
(the "Company")
Suite 270 – 1820 Fir Street
Vancouver, BC V6J 3B1

Item 2 - Date of Material Change

November 22, 2021

Item 3 News Release

A news releases was issued and disseminated on November 22, 2021 and filed on SEDAR (www.sedar.com) and with the CSE.

Item 4 Summary of Material Change

The Company has appointed Mr. Joseph Meager as CFO.

Item 5 Full Description of Material Change

See attached news release at Schedule "A"

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

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

Hugh Rogers, CEO and Director
Phone: 780-818-6422

Item 9 Date of Report

November 22, 2021

XPhyto Announces CFO Appointment

Vancouver, Canada, and Uttenweiler, Germany (November 19, 2021) - XPhyto Therapeutics Corp. (CSE:XPHY / OTC:XPHYF / FSE:4XT) (“XPhyto” or the “Company”) is pleased to announce the appointment of Mr. Joseph Meagher as Chief Financial Officer of the Company.

Mr. Meagher is a Chartered Professional Accountant (CPA, CA) and a Chartered Director (C.Dir.). He is currently the CFO of Defence Therapeutics Corp (CSE:DTC), a publicly-traded biotechnology company engineering next generation vaccines and anti-body drug conjugate (ADC) products for precision medicine. Mr. Meagher is highly experienced in IFRS reporting and serves and has served as CFO for several publicly listed companies.

Today’s announcement is further to the appointment of Dr. Thomas Beckert as the managing director of XP Diagnostics GmbH, announced November 3, 2021. Prof. Dr. Beckert, a German-based scientist and experienced corporate executive, will be leading XPhyto’s drug formulation and diagnostics operations.

Christopher Ross (CPA, CGA) will continue to advise the company on financial and corporate matters, including M&A, valuation work and IFRS compliance and reporting.

About XPhyto Therapeutics Corp.

XPhyto Therapeutics Corp. is a bioscience accelerator focused on next-generation drug delivery, diagnostic, and new active pharmaceutical ingredient investment opportunities, including: precision transdermal and oral dissolvable drug formulations; rapid, low-cost infectious disease and oral health screening tests; and standardization of emerging active pharmaceutical ingredients for neurological applications, including psychedelic compounds and cannabinoids. The Company has research and development operations in North America and Europe, with an operational focus in Germany, and is currently focused on regulatory approval and commercialization of medical products for European markets.

XPhyto Therapeutics Corp.

Hugh Rogers, CEO and Director

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Forward looking statements

This news release includes statements containing forward-looking information within the meaning of applicable Canadian securities law ("forward-looking statements"). Forward-looking statements are frequently characterized by words such as "develop", "plan", "continue", "expect", "project", "intend", "believe", "anticipate", "estimate", "potential", "propose" and other similar words, or statements that certain events or conditions "may" or "will" occur, and in this release include the statement regarding the Company's goal of building a successful diagnostic, drug delivery, and medical cannabis company. Forward-looking statements are only predictions based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements, including: that the Company may not succeed in developing a commercial product; that the sale of products may not be a viable business; that the Company may be unable to scale its business; product liability risks; product regulatory risk; general economic conditions; adverse industry events; future legislative and regulatory developments; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; currency risks; competition; international risks; and other risks beyond the Company's control. The Company is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law. Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this news release.