

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

**1. Name and Address of Company**

XPhyto Therapeutics Corp.  
Suite 270 – 1820 Fir Street  
Vancouver, BC, V6J 3B1

**2. Dates of Material Change(s)**

April 20, 2022

**3. News Release(s)**

The news release dated April 22, 2022, was disseminated via Canada Stockwatch.

**4. Summaries of Material Changes**

The Company announced the closing of the final tranche of its private placement.

**5. Full Description of Material Changes**

**5.1 Full Description of Material Change**

The Company closed the final tranche of its private placement by the issuance of 1,050,000 common shares at \$1.00 per share for total gross proceeds of \$1,050,000.

The Company paid \$84,000 and issued 84,000 share purchase warrants in finder's fees with respect to the final tranche of placement. Each finder's warrant is exercisable into one common share at a price of \$1.00 per share for a period of two years from date of issue.

All securities issued under the placement are subject to a regulatory hold period expiring four months from date of issue.

The Company will use net proceeds of the placement to facilitate development and commercialization of its oral and transdermal drug formulations, diagnostic test products, and psychedelic API and drug formulations as well as general working capital purposes.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**7. Omitted Information**

Not applicable.

**8. Executive Officer**

Hugh Rogers, CEO – 780-818-6422

**9. Date of Report**

April 22, 2022