

**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)**

September 2, 2022

**3. News Release(s)**

The news release dated September 2, 2022, was disseminated via Accesswire.

**4. Summaries of Material Changes**

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

**5. Full Description of Material Changes**

**5.1 Full Description of Material Change**

Further to its news releases of July 22, 2022, August 2, 2022, and August 30, 2022, the Company has closed the final tranche of its private placement in the amount of 2,190,000 units of the Company (the “Units”) at a price of \$0.36 per Unit for total gross proceeds of \$788,400. Each Unit consists of one common share of the Company and one-half of one share purchase warrant, each whole warrant exercisable into one additional common share of the Company at a price of \$0.50 per share for a period of two years from the date of issue.

The Company paid \$63,072 and issued 175,200 share purchase warrants in finder’s fees with respect to the placement. Each finder’s warrant is exercisable into one common share of the Company at a price of \$0.50 per share for a period of two years from the date of issue.

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

The Company will use net proceeds of the \$3,600,000 financing to fund its research, development, and commercialization activities and for general working capital.

The securities referred to above have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities.

**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**

September 2, 2022