MATERIAL CHANGE REPORT

Form 27 - *Securities Act* (Ontario)
Form 27 - *Securities Act* (British Columbia)

1. Reporting Issuer:

Tm Bioscience Corporation
439 University Avenue
11th Floor
Toronto, Ontario
M5G 1Y8

2. Date of Material Change:

June 10, 1998

3. Press Release:

Attached is a copy of a press release which is relevant to this material change and which was issued in Toronto on June 10, 1998.

4. Summary of Material Change:

Tm Bioscience Corporation ("Tm") agreed, subject to regulatory approval, to issue up to 19,262,500 special warrants (the "Special Warrants") on a private placement basis at $0.80 per Special Warrant for aggregate gross proceeds of up to $15,410,000.

5. Full Description of Material Change

Tm agreed, subject to regulatory approval, to issue up to 19,262,500 special warrants (the "Special Warrants") on a private placement basis at $0.80 per Special Warrant for aggregate gross proceeds of up to $15,410,000.

Each Special Warrant will entitle the holder thereof to receive upon exercise, without further payment and subject to adjustment, one common share and one-half of one common share purchase warrant (each whole common share purchase warrant being referred to as a "Warrant"). Each Warrant will entitle the holder thereof to purchase, subject to adjustment, one common share for $1.00 for a term of two years from the date of closing of the private placement.

The issue and sale of up to 12,625,000 of the Special Warrants for gross proceeds of $10,100,000 will be by way of an underwritten private placement by Yorkton Securities Inc. ("Yorkton"). Yorkton may also exercise an over-allotment option for the purchase of up to an additional 1,262,500 Special Warrants. An additional 5,375,000 special warrants will be purchased by Canadian medical Discoveries Fund Inc. ("CMDF") for gross proceeds of $4,300,000. It is a closing condition of the underwritten private placement that CMDF close its purchase of special warrants contemporaneously with the underwritten private placement. The private placement is scheduled to close on June 24, 1998.

Tm will use its reasonable best efforts to file a final prospectus qualifying the common shares Warrants issuable upon exercise of the Special Warrants within 90 days from the closing of the private placement. If Tm has not received receipts from the applicable securities commissions within such 90 day period, each unexercised Special Warrant will be entitled to receive, without additional payment and subject to adjustment, 1.1 common shares and 0.55 of a Warrant.

On closing, Tm will receive 50% of the gross proceeds of the underwritten private placement (minus underwriting fees and other expenses of the underwritten private placement) plus 100% of the gross proceeds of the CMDF private placement. The remaining 50% of the gross proceeds of the underwritten private placement will be held in escrow until Tm has achieved total 1998 revenues of at least $1 million. If by December 31, 1998, Tm has not achieved total 1998 revenues of at least $1 million, then purchasers of Special Warrants pursuant to the underwritten private placement may exercise a right to rescind, and have Tm refund out of the escrowed funds, their purchase of up to 50% of their Special Warrants at $0.80 per Special Warrant plus a pro rata portion of interest earned on the escrowed funds.

6. Reliance on Section 75(3) of the Act:

No reliance.

7. Omitted Information:

None.

8. Senior Officer:

The following officer of Tm is knowledgeable about this material change report and may be contacted by the securities regulatory authorities:

Don MacAdam
President and Chief Executive Officer
Telephone: (416) 593-4323

9. Statement of Senior Officer:

The undersigned, on behalf of Tm Bioscience Corporation, hereby confirms that the foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 18th day of June, 1998.

signed Don MacAdam
Donald H. MacAdam
President and Chief Executive Officer
Tm Bioscience Corporation

TM BIOSCIENCE CORPORATION

A DNA Products Company

439 University Avenue, 11th Floor, Toronto, Ontario M5G 1Y8
Telephone (416) 593-4323 Facsimile (416) 593-1066
(For further information contact:
Don MacAdam, President and CEO)

FOR IMMEDIATE RELEASE

TM BIOSCIENCE CORPORATION ANNOUNCES $14.4 MILLION FINANCING

TORONTO, Ontario (June 10, 1998) — Tm Bioscience Corporation (VSE:TMC) announced today that it has agreed, subject to regulatory approval, to issue up to 18,000,000 special warrants on a private placement basis at $0.80 per special warrant for aggregate gross proceeds of $14,400,000.

Each special warrant will entitle the holder to receive upon exercise, without further payment, one common share and one-half of one common share purchase warrant. Each common share purchase warrant will entitle the holder to acquire one common share for $1.00 for a term of two years from the date of closing of the private placement, scheduled for June 24, 1998.

The issue and sale of up to 12,625,000 of the special warrants (not including a 10% over-allotment option) for proceeds of $10,100,000 will be by way of an underwritten private placement by Yorkton Securities Inc. The remaining 5,375,000 special warrants will be purchased by Canadian Medical Discoveries Fund Inc. ("CMDF") for proceeds of $4,300,000.
Tm will use its reasonable best efforts to file a final prospectus qualifying the common shares and common share purchase warrants within 90 days from the closing of the private placement, after which a 10% penalty applies.

On closing, Tm will receive 50% of the proceeds of the underwritten private placement, with the remaining 50% of such proceeds to be held in escrow subject to the achievement by Tm of certain conditions.

These securities have not been and will not be registered under U.S. securities laws and may not be offered or sold within the United States or to a U.S. person absent registration or an applicable exemption therefrom.

Tm is a DNA products company based in Toronto, Ontario with a subsidiary, Tm Technologies, Inc., in Woburn, Massachusetts. Tm designs, develops and commercializes DNA products for medical diagnostics, therapeutics, biochips, functional genomics and bioinformatics.