Form 51-102F3
Material Change Report

PART 1 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Tm Bioscience Corporation (the "**Corporation**")
439 University Avenue, Suite 2000
Toronto, ON
M5G 1Y3

Item 2 Date of Material Change

November 28, 2006.

Item 3 News Release

A press release was issued by CNW Group on November 28, 2006.

Item 4 Summary of Material Change

The Company entered into a US$4 million (CDN$4.5 million) operating credit facility (the "**Facility**") with Laurus Master Fund, Ltd. ("**Laurus**") maturing on August 31, 2007. The Facility is evidenced by a secured convertible term note (the "**2006 Note**") and carries a standby interest rate of 7%, payable in common shares of the Company at a price of CDN$0.71 per share. The Company also issued a common stock purchase warrant (the "**Warrant**") exercisable for 632,727 common shares of the Company at a price of CDN$0.71 per share and expiring on November 27, 2011. Finally, the Company amended the US$9 million secured convertible term note issued to Laurus on November 22, 2005 (the "**2005 Note**") to change the conversion price under the 2005 Note in respect of the aggregate payments of principal due on November 1, 2006, December 1, 2006, January 1, 2007 and February 1, 2007 to CAD$0.71. Pursuant to the amendment and conversion by Laurus of such payments plus a 10% premium, the Company issued 1,957,499 common shares of the Company to Laurus.

Item 5 Full Description of Material Change

The 2006 Note matures on August 31, 2007 and carries a standing interest rate of 7%. The interest rate will be decreased by 2% (200 b.p.) for every 25% increase in the Company's common share price above the "fixed conversion price" (as set out below), provided that the interest rate will not decrease below 0%.

The fixed conversion price for the conversion of any released principal amount under the Facility from time to time (the "**Released Principal Amount**") is CDN$0.71.

Laurus has the right, but not the obligation, to convert all or any portion of the Released Principal Amount at any time and from time to time into common shares of the Company. The number of common shares of the Company to be issued to Laurus upon Laurus' exercise of its conversion rights, shall be the number determined by dividing the USD Released Principal Amount to be converted into common shares (converted into CDN$ at the USD/CDN exchange rate in effect at the date of such conversion) by the fixed conversion price.

The 2006 Note and the Warrant each contain customary anti-dilution provisions that ensure Laurus' ownership percentage, assuming conversion under the 2006 Note and/or exercise under the Warrant, is not diluted in the event the Company's capital structure is adjusted.

Laurus is limited to beneficially owning 4.99% of the common shares of the Company outstanding at any time, subject to exceptions for an event of default under the 2006 Note or upon Laurus providing 75 days' notice to the Company, in which case the maximum percentage of common shares of the Company that can be owned beneficially by Laurus is capped at 19.99%.

Upon an event of default under the 2006 Note, 115% of the Released Principal Amount then outstanding shall become due and payable together with interest on the Note in an amount equal to 1% per month in lieu of the Interest Rate.

The 2006 Note is secured by the November 22, 2005 grant of the Company to Laurus of a continuing general security interest over all of the Company's assets including its shares in its subsidiaries.

The release of any Principal Amount under the 2006 Note is subject to Laurus' approval at their sole and absolute discretion.

The amended and restated 2005 Note has been amended to change the conversion price under the Note in respect of the aggregate payments of principal due on November 1, 2006, December 1, 2006, January 1, 2007 and February 1, 2007 to CAD$0.71. The conversion of such payments of principal, plus a 10% premium on such payments of principal as consideration for the repricing, resulted in the issuance of 1,957,499 common shares of the Company to Laurus. All other terms of the original Note remain in effect unchanged

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This material change report is not being filed on a confidential basis.

Item 7 Omitted Information

None.

Item 8 Executive Officer

For further information, please contact:

James Pelot, Chief Financial Officer

Tel: (416) 593-4323 ext. 228

Item 9 Date of Report

December 7, 2006.

(signed) "James Pelot"

James Pelot, Chief Financial Officer