

Form 51-102F3
Material Change Report

Item 1 - Reporting Issuer

Fytokem Products Inc. ("Fytokem")
101 - 110 Research Drive
Saskatoon, Saskatchewan
S7N 3R3

Item 2 - Date of Material Change

May 24, 2005

Item 3 - Press Release

Issued to the various securities regulatory authorities in Canada and the financial media on May 24, 2005.

Item 4 - Summary of Material Change

Fytokem Products Inc. announced its intention to enter into an exclusive marketing agreement with an Indian based pharmaceutical manufacturer, Unimarck Pharma (India) Ltd.

Item 5 - Full Description of Material Change

Fytokem Products Inc. announced its intention to enter into an exclusive marketing agreement with an Indian based pharmaceutical manufacturer, Unimarck Pharma (India) Ltd. (Unimarck).

The agreement, gives Unimarck the exclusive right to use Fytokem's Tyrostat™ and Canadian Willowherb™ product lines in the pharmaceutical market in India. Unimarck will seek approval from the Indian Drug Authority (IDA) for the use of these products as active ingredients in Unimarck's line of pharmaceutical products. The agreement will be formally concluded during the week of June 6, 2005.

Item 6 - Reliance on subsection 84(2) (SK), subsection 67(2) (BC), subsection 118(4) (AB), subsection 75(3) (ON), section 74 (PQ), subsection 81(3) (NS) and subsection 76(3) (NF):

Not applicable.

Item 7 - Omitted Information

Not applicable.

Item 8 - Senior Officer

The senior officer of Fytokem who is knowledgeable about the transaction and who the Commissions may contact in respect of it is:

Art Hesje
President and Chief Executive Officer
Fytokem Products Inc.
110 - 101 Research Drive
Saskatoon, Saskatchewan
S7N 3R3

Telephone: (306) 668-2552

Item 9 - Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Saskatoon, Saskatchewan, the 24th day of May, 2005.

"Art Hesje"

Art Hesje
President and Chief Executive Officer