FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

Med BioGene Inc. (the "**Issuer**")
598 East Kent Avenue South, Vancouver, BC V5X 4V6
Telephone: 604-732-7332

ITEM 2. DATE OF MATERIAL CHANGE

June 12, 2019

ITEM 3. NEWS RELEASE

Issued on June 13, 2019 and distributed through the facilities of StockWatch.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer announced that it has completed a non-brokered private placement (the "**Private Placement**") for aggregate proceeds of $225,000. The Company issued 4,500,000 units ("**Units**") at a price of $0.05 per Unit. Each Unit is comprised of one common share of the Company (a “**Share**”) and one transferable common share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder to purchase an additional Share at a price of $0.05 for a period of five years.

The proceeds from the sale of the Units will be used for repayment of outstanding payables and general working capital.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

See Schedule "A"

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

Contact:	Iain Weir-Jones, Chairman and Chief Executive Officer
Telephone:	(604) 732 7322

ITEM 9. DATE OF REPORT

June 21, 2019

Schedule "A"

NEWS RELEASE

MED BIOGENE INC. ANNOUNCES CLOSING OF PRIVATE PLACEMENT

Vancouver, British Columbia – June 13, 2019 – Med BioGene Inc. ("**MBI**" or the "**Company") (TSXV: MBI)** is pleased to announce that it has completed a non-brokered private placement (the "**Private Placement**") for aggregate proceeds of $225,000. The Company issued 4,500,000 units ("**Units**") at a price of $0.05 per Unit. Each Unit is comprised of one common share of the Company (a "**Share**") and one transferable common share purchase warrant (each, a "**Warrant**"). Each Warrant entitles the holder to purchase an additional Share at a price of $0.05 for a period of five years.

The proceeds from the sale of the Units will be used for repayment of outstanding payables and general working capital.

The Private Placement is subject to acceptance by the TSX Venture Exchange. All securities issued in connection with the Private Placement are subject to a four month hold period that will expire on October 13, 2019.

<u>Multilateral Instrument 61-101</u>

Under the Private Placement, Toby Weir-Jones, a director of the Company, purchased 1,200,000 Units. His participation is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("**MI 61-101**"). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the securities to be distributed in the Private Placement nor the consideration to be received for those securities, in so far as the Private Placement involves the insiders, exceeds $2,500,000. The Company did not file a material change report more than 21 days before the expected closing of the Private Placement as the details of the Private Placement and the participation therein by related parties of the Company were not settled until shortly prior to closing and the Company wished to close on an expedited basis for sound business reasons.

<u>Early Warning Disclosure</u>

Toby Weir-Jones acquired ownership of 1,200,000 Units in the Private Placement. Prior to the Private Placement, Toby Weir-Jones held 72,000 Shares, which represented 0.82% of the issued and outstanding shares of the Company. After giving effect to the Private Placement, Toby Weir-Jones beneficially owns and controls a total of 1,272,000 Shares and 1,200,000 Warrants. These securities represent 9.59% of the Company's issued and outstanding Shares on a non-diluted basis or 17.10% of the Company's issued and outstanding Shares on a partially-diluted basis assuming exercise of Toby Weir-Jones' Warrants only. Toby Weir-Jones acquired the Units for investment purposes. Toby Weir-Jones intends to evaluate his investment in the Company and to increase or decrease his shareholdings from time to time as he may determine appropriate.

Samantha Gordey acquired ownership of 1,200,000 Units in the Private Placement. Prior to the Private Placement, Samantha Gordey did not hold any Shares; after giving effect to the Private Placement, Samantha Gordey beneficially owns and controls a total of 1,200,000 Shares and 1,200,000 Warrants. These securities represent 9.05% of the Company's issued and outstanding Shares on a non-diluted basis or 16.60% of the Company's issued and outstanding Shares on a partially-diluted basis assuming exercise of Samantha Gordey's Warrants only. Samantha Gordey acquired the Units for investment purposes. Samantha Gordey intends to evaluate her investment in the Company and to increase or decrease her shareholdings from time to time as she may determine appropriate.

Andrew Weir-Jones acquired ownership of 1,200,000 Units in the Private Placement. Prior to the Private Placement, Andrew Weir-Jones held 6,000 Shares, which represented 0.07% of the issued and outstanding shares of the Company. After giving effect to the Private Placement, Andrew Weir-Jones beneficially owns and controls a total of 1,206,000 Shares and 1,200,000 Warrants. These securities represent 9.10% of the Company's issued and outstanding Shares on a non-diluted basis or 16.64% of the Company's issued and outstanding Shares on a partially-diluted basis assuming exercise of Andrew Weir-Jones' Warrants only. Andrew Weir-Jones acquired the Units for investment purposes. Andrew Weir-Jones intends to evaluate his investment in the Company and to increase or decrease his shareholdings from time to time as he may determine appropriate.

Weir-Jones Engineering Ltd. acquired ownership of 700,000 Units in the Private Placement. Prior to the Private Placement, Weir-Jones Engineering Ltd. and its sole shareholder, Elizabeth Weir-Jones held 549,500 Shares, which represented 6.27% of the issued and outstanding shares of the Company, and 11,000 Warrants. After giving effect to the Private Placement, Weir-Jones Engineering Ltd. and Elizabeth Weir-Jones beneficially own and control a total of 1,249,500 Shares and 711,000 Warrants. These securities represent 9.43% of the Company's issued and outstanding Shares on a non-diluted basis or 14.03% of the Company's issued and outstanding Shares on a partially-diluted basis assuming exercise of Weir-Jones Engineering Ltd. and Elizabeth Weir-Jones' Warrants only. Weir-Jones Engineering Ltd. acquired the Units for investment purposes. Weir-Jones Engineering Ltd. intends to evaluate its investment in the Company and to increase or decrease its shareholdings from time to time as it may determine appropriate.

To obtain a copy of the early warning report filed by Toby Weir-Jones, Samantha Gordey, Andrew Weir-Jones or Weir-Jones Engineering Ltd., please contact Iain Weir-Jones at iainw@medbiogene.com or refer to SEDAR under the Company's issuer profile at www.sedar.com.

For further information contact:

Iain Weir-Jones, Chief Executive Officer and Chairman of the Board of Directors
iainw@medbiogene.com
www.medbiogene.com