FORM 51-102F3 - MATERIAL CHANGE REPORT

1. NAME AND ADDRESS OF COMPANY

EXMceuticals Inc.
421 7th Avenue SW, 30th Floor
Calgary, AB T2P 4K9

2. DATE OF MATERIAL CHANGE

August 6, 2020

3. NEWS RELEASE

News release dated July 28, 2020 announcing the loan settlement was disseminated through the facilities of GlobeNewsWire and filed on SEDAR.

4. SUMMARY OF MATERIAL CHANGE

EXMceuticals Inc. issues shares pursuant to loan agreements.

5. FULL DESCRIPTION OF MATERIAL CHANGE

EXMceuticals Inc. (the "**Company**") has issued a total of 2,278,353 common shares to certain lenders pursuant to loan agreements, of which 660,677 common shares were issued to Jonathan Summers, CEO of the Company.

Pursuant to Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), the Company advises that the common shares issued to Jonathan Summers is a related party transaction under MI 61-101 and is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to section 5.5(a) and section 5.7(1)(a) of the instrument.

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

Not applicable.

7. OMITTED INFORMATION

Not applicable.

8. EXECUTIVE OFFICER

Julie Lemieux, Corporate Secretary
Telephone: +1 587 390-8541

9. DATE OF REPORT

August 13, 2020