

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ALBERTA SECURITIES COMMISSION

Suite 600, 250 - 5th Street SW
Calgary, Alberta T2P 0R4

Attention: Executive Director

-and to-

BRITISH COLUMBIA SECURITIES COMMISSION

PO Box 10142 Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2

Attention: Executive Director

-and to-

TSX VENTURE EXCHANGE INC.

10th Floor, 300 - 5th Avenue SW
Calgary, Alberta T2P 3C4

Dear Sirs:

Re: TECHNICAL VENTURES RX CORP. (the "Corporation") - Material Change Report

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of the Corporation. For convenience, this letter is itemized in the same manner as Form 51-102F3 of National Instrument 51-102. Concurrent with this filing, this letter is being filed with the TSX Venture Exchange, being the only exchange on which the Corporation's shares are currently listed.

1. Reporting Issuer:

Technical Ventures RX Corp.
#310, 16477 - 64 Avenue
Surrey, British Columbia V3S 6V7
("Issuer" or "Corporation")

2. Date of Material Change:

September 4, 2014

3. News Release:

The Corporation issued a news release on or about September 4, 2014 through the facilities of TheNewswire.ca Inc., a copy of which has also been filed on SEDAR.

4. Summary of Material Change:

The Corporation announced that it has received conditional acceptance on its previously announced qualifying transaction.

5. Full Description of Material Change:

Please refer to the press release attached hereto as Schedule "A".

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

Not applicable.

7. Omitted Information:

No significant facts have been omitted by the report.

8. Executive Officer:

The following senior officer of the Issuer is knowledgeable about the material change and the Report and may be contacted by the Commission as follows:

David Wood - President, CEO, CFO and Director: (604) 720-7307

Dated at Surrey, British Columbia, this 4th day of September, 2014.

TECHNICAL VENTURES RX CORP.

Per: (Signed) "David Wood"
David Wood

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE SECURITIES REGULATION FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

SCHEDULE "A"

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TECHNICAL VENTURES RX CORP.

Technical Ventures Receives TSXV Conditional Acceptance for its Qualifying Transaction

September 4, 2014 – Vancouver, British Columbia – Technical Ventures RX Corp. (the "**Technical**") (TSX-V: "**TIK.P**") is pleased to announce that it has received conditional acceptance from the TSX Venture Exchange (the "**Exchange**") for its Qualifying Transaction (as such term is defined in Policy 2.4 of the Corporate Finance Manual of the Exchange) with TheraVita Inc. ("**TVI**"), previously announced in news releases dated May 14, 2013, July 25, 2013, October 31, 2013, February 24, 2014, and March 10, 2014 (the "**Qualifying Transaction**"). As previously disclosed, Technical will complete its Qualifying Transaction by completing a plan of arrangement with TVI under Section 193 of the *Business Corporations Act* (Alberta) whereby Technical and TVI will complete the exchange of securities in accordance with the terms of the Plan of Arrangement Agreement dated July 19, 2013, as amended, ("**Arrangement Agreement**") and as detailed in the Circular, as such term is defined below.

Technical also announces it has executed an amendment to the Arrangement Agreement to extend the outside closing date of the Qualifying Transaction to October 31, 2014. However it is expected that the Qualifying Transaction will close on or about September 26, 2014, subject to the satisfaction of the conditions noted below.

Interim Court Order and Special Shareholders Meeting

On September 2, 2014, Technical obtained an interim order from the Court of Queen's Bench Alberta (the "**Interim Order**") authorizing, among other things, Technical to hold a special meeting (the "**Meeting**") of shareholders of Technical (the "**Shareholders**") relating to the previously announced plan of arrangement involving Technical and TVI.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve a special resolution (the "**Arrangement Resolution**"), the full text of which is set forth in the joint management information circular dated August 29, 2014 (the "**Circular**"), to approve the statutory arrangement (the "**Arrangement**").

The Meeting will be held at 730 1015 – 4th Street SW, Calgary, Alberta T2R 1J4, on September 26, 2014 at 9:00 a.m. (MT). The record date for voting at the Meeting is August 31, 2014. TVI has also convened a special shareholders meeting on September 26, 2014 to consider and, if deemed advisable, approve a special resolution to approve the Arrangement.

The Circular and accompanying materials are being mailed to the Shareholders and are available on SEDAR at www.sedar.com. Shareholders are urged to carefully review the Circular and accompanying materials as they contain important information regarding the Arrangement and its consequences to Shareholders.

Amended Offering

The terms of Technical's previously announced brokered financing, which is taking place pursuant to Exchange Policy 4.6 *Public Offering by Short Form Offering Document*, have been amended to increase the minimum offering to \$1,310,000 ("**Amended Offering**"). A Short Form Offering Document will be prepared and filed by Technical pursuant to Exchange Policy 4.6 shortly. Under the Amended Offering to be completed immediately before the completion of the Arrangement, Wolverton Securities Ltd. will assist Technical on a commercially reasonable efforts basis, to find subscribers for a minimum of 13,100,000 common shares and up to a maximum of 20,000,000 common shares of Technical at a price of \$0.10 per common share (minimum of 2,620,000 common shares and a maximum of up to 4,000,000 common shares at an issue price of \$0.50 per common share after giving effect to the consolidation taking place under the Arrangement) for minimum gross proceeds of \$1,310,000 and maximum gross proceeds of \$2,000,000. All other terms and conditions of the Amended Offering remain the same as previously announced. A further announcement will be made once the Short Form Offering Document has been filed and accepted by the Exchange.

Closing of Qualifying Transaction

Final acceptance of the Qualifying Transaction by the Exchange is subject to the satisfaction of certain conditions, including fulfilling all of the remaining filing requirements under the Exchange's policies, completion of the Amended Offering, obtaining the requisite approval from Shareholders, and receipt of a final Court Order approving the Arrangement. If the Arrangement is approved by Shareholders and TVI's shareholders and all other conditions to closing are either satisfied or waived, it is expected that Technical will apply for the final Court Order approving the Arrangement on September 26, 2014.

Description of Significant Conditions to Closing

Completion of the Arrangement is subject to a number of conditions, as noted above. There can be no assurance that the Arrangement will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Circular, any information released or received with respect to the Arrangement may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

For further information please contact:

Technical Ventures RX Corp.
David Wood,
President and Chief Executive Officer
Phone: (604) 720-7307

Neither the TSX Venture Exchange, Inc. nor its Regulation Service Provider (as that term is defined under the policies of the TSX Venture Exchange) has in any way passed upon the merits of the Arrangement and associated transactions and has neither approved nor disapproved of the contents of this press release.

Cautionary and Forward-Looking Statements:

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. Forward-looking statements and information are often, but not always, identified by the use of words such as "appear", "seek", "anticipate", "plan", "continue", "estimate", "approximate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe", "would" and similar expressions.

More particularly and without limitation, this news release contains forward-looking statements and information concerning the expected results of the Arrangement; anticipated closing dates of the Arrangement; the closing of the Amended Offering and the anticipated timing thereof and the expected use of proceeds from the Amended Offering. The forward-looking statements and information are based on certain key expectations and assumptions made by management of Technical, including project development and overall business strategy. Although management of Technical believes that the expectations and assumptions on which such forward looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of Technical relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws or the TSX Venture Exchange. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.

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