

**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: HEMOSTEMIX INC. (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:**

**Hemostemix Inc.**

c/o 730, 1015 - 4th Street SW  
Calgary, Alberta T2R 1J4  
("Issuer" or "Corporation")

**2. Date of Material Change:**

November 2, 2016

**3. News Release:**

The Corporation issued a news release on or about November 2, 2016 through the facilities of Marketwired, a copy of which has also been filed on SEDAR.

**4. Summary of Material Change:**

The Corporation announced the filing of an early warning report.

**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 Berman, Chief Financial Officer: (416) 274-2160

Dated at Toronto, Ontario, this 2<sup>nd</sup> day of November, 2016.

**HEMOSTEMIX INC.**

**Per:** (Signed) "David Berman"  
**David Berman**

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"

*Not for distribution to U.S. Newswire Services or for dissemination in the United States. Any failure to comply with this restriction may constitute a violation of U.S. Securities laws.*

### HEMOSTEMIX INC.

#### EARLY WARNING REPORT ISSUED PURSUANT TO NATIONAL INSTRUMENT 62-103

**November 2, 2016**

**CALGARY, ALBERTA** – Hemostemix Inc. (“Hemostemix” or the “Company”) (TSX-V: HEM) – Dr. Elmar Burchardt, President and Chief Executive Officer of Hemostemix, reports that Lyle Wunderlich (“**Mr. Wunderlich**”), who previously acquired ownership of a \$1M convertible debenture and \$180,000 convertible promissory note on September 2, 2016 (collectively referred to as the “**Convertible Securities**”), has filed an early warning report in accordance with National Instrument 62-103. The terms of the Convertible Securities were previously disclosed in the Company’s news release issued on September 2, 2016.

As a result of the acquisition of the Convertible Securities, and assuming conversion in full and exercise of the underlying warrants, Mr. Wunderlich would hold 10,500,000 Common Shares, representing approximately 13.5% of the issued and outstanding Common Shares after giving effect to such conversion. Together with the 2,586,133 Common Shares previously acquired by Mr. Wunderlich, the acquisition of the Convertible Securities increases the total number of Common Shares owned or deemed to be owned by Mr. Wunderlich to 13,086,133, representing approximately 16.2 % of the issued and outstanding common shares of the Company.

The securities acquired by Mr. Wunderlich are held for investment purposes. In the future, Mr. Wunderlich may increase or decrease his respective ownership of securities of the Company from time to time depending upon the business and future market conditions.

A copy of the early warning report filed pursuant to National Instrument 62-103 may be obtained on SEDAR.

**For further information please contact:**

**David Berman, Chief Financial Officer:**

1414 - 8 Street S.W.  
Suite 500, Calgary, Alberta  
T2R 1J6  
Ph: (416) 274-2160  
E-Mail: dberman@hemostemix.com

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*