

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Hemostemix Inc. ("Hemostemix" or the "Company")
Suite 1150, 707-7th Avenue SW
Calgary, Alberta, T2P 3H6

Item 2 Date of Material Change

December 10, 2019, December 5, 2019 and July 31, 2019

Item 3 News Release

The news release was disseminated on December 11, 2019 through Globe Newswire and filed on SEDAR.

Item 4 Summary of Material Change

The Company announced the appointment of David Wood to the position of Chairman, Bryson Goodwin to the position of Chief Executive Officer, Thomas Smeenk to the position of President and Natasha Sever to the position of Chief Financial Officer. Yari Nieken was appointed a director, who will replace Angus Jenkins, who recently resigned from the Company. The Company also announced it has rescinded the Amended and Restated License Agreement granted to Aspire Health Science, LLC ("Aspire") dated September 30, 2019. The Company also announced the expiry of the Contract Manufacturing Services Agreement between the Company and Aspire, which expired July 31, 2019.

Item 5.1 Full Description of Material Change

Please see attached Schedule "A".

Item 5.2 Disclosure for Restructuring Transactions

Not applicable

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

Not Applicable

Item 7 Omitted Information

No significant facts remain confidential in, or no information has been omitted from, this report.

Item 8 Executive Officer

For more information, please contact Thomas Smeenk, President Telephone: (905) 580-4170

Item 9 Date of report:

December 12, 2019

Schedule “A”

Hemostemix Announces Corporate Update

CALGARY, Alberta, December 11, 2019 -- Hemostemix Inc. (“**Hemostemix**” or the “**Company**”) (TSX VENTURE: HEM; OTC: HMTXF) is pleased to announce the appointment of David Wood to the position of Chairman, Bryson Goodwin to the position of Chief Executive Officer, Thomas Smeenck to the position of President, and Natasha Sever to the position of Chief Financial Officer. Yari Nieken will replace Angus Jenkins, who recently resigned from the Company. Mr. Nieken is an independent director. The Directors appointed the Audit Committee and the Compensation Committee.

Mr. Wood is an independent director of the Company and has a wide range of public company experience. Most recently Mr. Wood sat on the board of directors from 1997 until the completion of its change of business transaction in October 2019 of Black Bull Resources Inc., a former mining company, which is now listed on the TSXV under the name Magnetic North Acquisitions Corp. From 1999 to 2013, Mr. Wood served as a director of Iplayco Corporation Ltd., a playground equipment designing and manufacturing company, for which he also served as Chairman of the Board from 2008 until 2011. Mr. Wood was a director and former CEO and CFO of DataMiners Capital Corp., a NEX listed company, which completed the reverse take of ZoomD Ltd. in August 2019.

Mr. Goodwin is a practiced international executive with extensive experience in finance, management, investor relations and operations with both private and public companies. Bryson’s experience has demonstrated an operational, market and banking track record in the technology, biotechnology and resource sectors. Over the course of Mr. Goodwin’s career, he has fostered an extensive high profile international association of contacts and close relationships through networking and proficient communication skills building performance driven teams.

Mr. Smeenck was the Founder, a Director, President and Vice-President, Business Development for TheraVitae Inc., which was taken over by Hemostemix Inc. as its Qualifying Transaction. Mr. Smeenck is a project finance and business development executive with a proven track record of bringing new discoveries to market. He has been a public company executive since 1996, serving most recently as President & CEO of Broadway Gold Mining Ltd, where he completed a \$30 million agreement with Rio Tinto. He served as Vice-President Business Development for Memex Inc., a company he took public, President & CEO of e-Manufacturing Networks Inc., President and CEO of Tyranex Gold Inc. and President and CEO of IBI Corporation, where he made a world class vermiculite discovery, which was subsequently sold to Rio Tinto for \$2,000,000.

Ms. Sever is a CPA designated in both Canada and Australia with a BCom from Edith Cowan University. She joins the Company with more than 10 years experience in senior finance roles over a wide range of industries including mining, retail and technology. Ms. Sever has held officer positions at a number of publicly listed companies in both Canada and Australia and has a proven record of working in alignment with, and to the benefit of the Board and associated stakeholders. Her extensive experience with company financings as well as TSX & ASX regulatory compliance will serve to ensure the Company manages its affairs in a transparent and proper fashion.

Mr. Nieken has a wide range of public company and capital market experience. He founded Foremost Capital Inc., an exempt market dealer and continues to consult for numerous issuers in the healthcare, mineral extraction and wellness sectors. He has served on the boards of several public and private issuers and has raised substantial capital in his career. He was formerly an investment adviser at Union Securities Corp. Mr. Nieken holds an MBA from the Sydney Graduate School of Management and a BA from the University of British Columbia.

The Company announces it has rescinded the Amended and Restated License Agreement granted to Aspire Health Science, LLC ("Aspire") dated September 30, 2019, primarily due to Aspire's failure to meet the Condition Precedent of paying USD\$1,000,000 within 30 business days of September 30, 2019, as noted in the Company's Subsequent Events Note as prepared by previous management for the period ended September 30, 2019. No funds were received by the Company. The notice of rescission was dated, emailed and couriered to Aspire on December 5, 2019.

Under the terms of Amended and Restated License Agreement of September 30, 2019, if Hemostemix rescinds the Agreement, Hemostemix and Aspire are released and discharged from all obligations of the agreement, except the obligation of confidentiality. The prior agreement, the License Agreement dated February 15, 2018, is continued following Rescission, providing Aspire with a limited license to ACP-01 for Approved Medical Indications in a defined Territory. Under the terms of the February 15, 2018 License Agreement, the approved medical indications and the territory are defined as follows: "Approved Medical Indications mean Coronary Artery Disease (CAD), Peripheral Arterial Disease (PAD), Critical Limb Ischemia (CLI). The Territory means the State of Florida, as well as the Commonwealth of The Bahamas, the Republic of Costa Rica, The Dominican Republic, the United Mexican States and the Republic of Panama."

The Company would like to clarify that previous management allowed the Contract Manufacturing Services Agreement between it and Aspire dated February 15, 2018 to expire on July 31, 2019. The Company has notified Aspire that it intends to work to mutual benefit on a month-to-month basis to complete the clinical trial and negotiate in good faith to come to terms on a new manufacturing agreement.

ABOUT HEMOSTEMIX INC.

Hemostemix is a publicly traded clinical-stage biotechnology company that develops and commercializes innovative blood- derived cell therapies for medical conditions not adequately addressed by current treatments. It is one of the first clinical- stage biotech companies to test a stem-cell therapy in an international, multicenter, Phase II clinical trial for patients with critical limb ischemia ("CLI"), a severe form of peripheral artery disease ("PAD") caused by reduced blood flow to the legs. The Phase II trial targets a participant's diseased tissue with proprietary cells grown from his or her blood that can support the formation of new blood vessels. The Company's intellectual property portfolio includes over 50 patents issued or pending throughout the world. The Company is continuing research and development of its lead product, ACP-01 with other applications, including cardiovascular, neurological and vascular indications.

For more information, please visit www.hemostemix.com.

Contact:

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Calgary, Alberta T2P 3H6

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Forward-Looking Statements

This release may contain forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects,” “plans,” “anticipates,” “believes,” “intends,” “estimates,” “projects,” “potential,” and similar expressions, or that events or conditions “will,” “would,” “may,” “could,” or “should” occur. Although Hemostemix believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements. Forward-looking statements are based on the beliefs, estimates, and opinions of Hemostemix management on the date such statements were made. By their nature forward-looking statements are subject to known and unknown risks, uncertainties, and other factors which may cause actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking statements. Such factors include, but are not limited to, the Company’s ability to fund operations, the Company’s ability to negotiate a new manufacturing agreement to ensure continued manufacturing for the Company’s Phase II clinical trial, the Company’s stage of development, future clinical trials and results, long-term capital requirements and future developments in the Company’s markets and the markets in which it expects to compete, risks associated with its strategic alliances and the impact of entering new markets on the Company’s operations. Each factor should be considered carefully and readers are cautioned not to place undue reliance on such forward-looking statements. Hemostemix expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events, or otherwise. Additional information identifying risks and uncertainties are contained in the Company’s filing with the Canadian securities regulators, which filings are available at www.sedar.com.