

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

March 26, 2020

Item 3 News Release

The news release was disseminated on March 26, 2020 through Newsfile Corp. and filed on SEDAR.

Item 4 Summary of Material Change

On March 26, 2020 the Company completed a second closing of its previously announced non-brokered private placement of up to 300,000,000 units ("Units") for gross proceeds of up to \$3,000,000 (the "Offering"). Each Unit is comprised on one common share ("Share") and one share purchase warrant ("Warrant") exercisable into one Share at a price of \$0.05 per Share for a period of one year from the closing date, subject to an accelerated expiry provision.

The second tranche of the Offering consisted of the issuance of an aggregate of 17,750,000 Units at a price of \$0.01 per Unit for gross proceeds of \$177,500.

Item 5 Full Description of Material Change

Please see attached Schedule "A".

Item 6 Reliance on subsection 7.1(2) 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 Smeenck, President
Telephone: (905) 580-4170

Item 9 Date of report:

March 27, 2020

SCHEDULE “A”

HEMOSTEMIX ANNOUNCES CLOSING OF SECOND TRANCHE OF PRIVATE PLACEMENT

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Calgary, Alberta, March 26, 2020 -- Hemostemix Inc. (“**Hemostemix**” or the “**Company**”) (TSXV: HEM; OTC: HMTXF) announces it has closed the second tranche of its previously announced non-brokered private placement of units (“**Units**”) for gross proceeds of up to \$3,000,000 (the “**Offering**”). The second tranche of the Offering consisted of the issuance of an aggregate of 17,750,000 Units at a price of \$0.01 per Unit for gross proceeds of \$177,500. Each Unit consists of one common share in the capital of the Company (“**Common Share**”) and one common share purchase warrant (“**Warrant**”), with each full Warrant entitling the holder to acquire one Common Share at a price of \$0.05 per Common Share for a period of 12 months from the closing of the Offering, subject to the accelerated expiry provision described below.

If, on any 10 consecutive trading days occurring after four months and one day has elapsed following the closing date of the Offering, the closing sales price of the Common Shares (or the closing bid, if no sales were reported on a trading day) as quoted on the TSX Venture Exchange Inc. (“**Exchange**”) is greater than \$0.07 per Common Share, the Company may provide notice in writing to the holders of the Warrants by issuance of a press release that the expiry date of the Warrants will be accelerated to the 30th day after the date on which the Company issues such press release.

In connection with the Offering, the Company paid eligible finders aggregate cash finders fees of approximately \$12,600 and issued an aggregate of 1,260,000 finder warrants. Each finders warrant is exercisable for a period of 12 months from the closing date to acquire Units at a price of \$0.01 per Unit.

Proceeds from the Offering are expected to be used to pay finder fees payable in connection with the closing of the second tranche (\$12,600), legal fees (\$85,000) and certain accounts payables (\$79,900).

In connection with the Offering, the Company has received final approval from the Exchange. All securities issuable pursuant to the Offering are subject to a four month and one day hold period from the date of issuance in accordance with applicable Canadian securities laws.

For further details regarding closing of the first tranche of the Company’s Offering, please refer to the Company’s News Release dated February 28, 2020.

ABOUT HEMOSTEMIX

Hemostemix is a publicly traded autologous stem cell therapy company, founded in 2003. A winner of the World Economic Forum Technology Pioneer Award, the Company developed and is commercializing its lead product ACP-01 for the treatment of CLI, PAD, Angina, Ischemic Cardiomyopathy, Dilated Cardiomyopathy and other conditions of ischemia. ACP-01 has been used to treat over 300 patients, and it is the subject of a randomized, placebo-controlled, double blind trial of its safety and efficacy in patients with advanced critical limb ischemia who have exhausted all other options to save their limb from amputation.

[On October 21, 2019](#), the Company announced the results from its Phase II CLI trial abstract presentation entitled “Autologous Stem Cell Treatment for CLI Patients with No Revascularization Options: An Update of the Hemostemix ACP-01 Trial With 4.5 Year Followup” which noted healing of ulcers and resolution of ischemic rest pain occurred in 83% of patients, with outcomes maintained for up to 4.5 years.

The Company owns 91 patents across five patent families titled: Regulating Stem Cells, In Vitro Techniques for use with Stem Cells, Production from Blood of Cells of Neural Lineage, and Automated Cell Therapy. For more information, please visit www.hemostemix.com.

Contact: Thomas Smeenk, President, CEO & Founder
Suite 1150, 707 – 7th Avenue S.W., Calgary, Alberta T2P 3H6, 905-580-4170

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

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 and access the capital required to continue operations including closing additional tranches of the Offering, the Company’s stage of development, the ability to complete its current CLI clinical trial, complete a interim clinical trial analysis and futility analysis and the results of such, 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.