

**Form 51-102F3
Material Change Report**

Item 1 Name and Address of Company

Ponderous Panda Capital Corp.
Suite 2300-1066 West Hastings Street
Vancouver, BC V6E 3X2

Item 2. Date of Material Change

May 31, 2018

Item 3. News Release

A news release was issued at Vancouver, B.C. on June 19, 2018 and disseminated.

Item 4. Summary of Material Change

The Company announced that it has entered into a Letter of Intent dated May 31, 2018 for the acquisition (the "Proposed Transaction") of Trait Biosciences Inc. ("Trait"), a private company incorporated pursuant to the laws of British Columbia. The Proposed Transaction is intended to constitute the Company's qualifying transaction under Policy 2.4 of the TSX Venture Exchange.

Item 5. Full Description of Material Change

See the Company's news release dated June 19, 2018 as posted on SEDAR

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

Not applicable.

Item 7. Omitted Information

No significant facts remain confidential and no information has been omitted in this report.

Item 8. Executive Officer Knowledgeable About This Report

Name of Executive Officer: David W. Smalley
Telephone Number: (604) 684-4535

Item 9. Date of Report

June 19, 2018