

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

1. Name and Address of Company

NuGen Medical Devices Inc. (the “Company”)
18 King Street East, Suite 1400
Toronto, Ontario M5C 1C4

2. Date of Material Change

December 15, 2022

3. News Release

A news release disclosing the material change was released on December 15, 2022, through the facilities of Accesswire.

4. Summary of Material Change

The Company announced the departure of Mr. Michael Wright, President and CEO, and the nomination of Mrs. Karen Dunlap, a current director of NuGen, as Interim Chief Customer Officer (CCO) and Mr. Derek Lindsay, also a current director of NuGen, as Interim Chief Executive Officer (CEO).

5. Full Description of Material Change

The Board of directors of NuGen Medical Devices Inc. announces the departure of Mr. Michael Wright, President and Chief Executive Officer, effective immediately. Mr. Wright remains a director and a shareholder of the Company and will assist with the management transition.

The Board is pleased to announce the immediate appointment of Mrs. Karen Dunlap, a current director of NuGen, as Interim Chief Customer Officer (CCO) and Mr. Derek Lindsay, also a current director of NuGen, as Interim Chief Executive Officer (CEO). Mr. Nicky Canton remains Chief Operating Officer (COO) of the Company and Mrs. Veronique Laberge remains Chief Financial Officer (CFO) of the Company.

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

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, contact Veronique Laberge, Chief Financial Officer of the Company at 1-833-285-2666.

9. Date of Report

This report is dated at Toronto, this 23rd day of December, 2022.

Cautionary Statement Regarding Forward-Looking Information

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 material change report.

This material change report contains certain “forward-looking information” within the meaning of applicable securities laws. Forward looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “would”, “potential”, “proposed” and other similar words, or statements that certain events or conditions “may” or “will” occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company’s Management’s Discussion and Analysis. The Company undertakes no obligation to update forward-looking information if circumstances or management’s estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.