

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

**Item 1: Name and Address of Company**

Burcon NutraScience Corporation ("**Burcon**")  
1946 West Broadway  
Vancouver, British Columbia, Canada  
V6J 1Z2

**Item 2: Date of Material Change**

November 13, 2018.

**Item 3: News Release**

A news release with respect to the material change described herein was disseminated on November 13, 2018 through GlobeNewswire.

**Item 4: Summary of Material Change**

On November 13, 2018 Burcon entered into a loan agreement (the "**Loan Agreement**") pursuant to which Large Scale Investments Limited (the "**Lender**"), a wholly-owned subsidiary of Firewood Elite Limited ("**Firewood**"), will provide Burcon with an unsecured loan (the "**Loan**") of up to \$1,000,000 (the "**Loan Amount**") for a term of six months.

**Item 5.1: Full Description of Material Change**

On November 13, 2018 Burcon entered into the Loan Agreement pursuant to which the Lender, a wholly-owned subsidiary of Firewood, will provide Burcon with the Loan of up to \$1,000,000 for a term of six months.

Up to \$500,000 of the Loan may be drawn by Burcon on December 5, 2018 (the "**Closing Date**") with the remaining \$500,000 available to be drawn by Burcon thereafter by providing a funding request to the Lender. The Lender will be paid a commitment fee of 1% of the Loan Amount on the Closing Date. The drawn portion of the Loan Amount will accrue interest at a rate of 18% per annum (the "**Principal Balance**") and any undrawn portion of the Loan Amount will accrue interest at a rate of 3% per annum (the "**Undrawn Amount**"). Interest on the Principal Balance and the Undrawn Amount will accrue monthly, not in advance, and will be payable on the six month anniversary of the Closing Date (the "**Maturity Date**"). Burcon may prepay all or any portion of the outstanding amount of the Loan together with all accrued interest to the date of prepayment by providing advance notice to the Lender. Subject to regulatory approval, the Lender may elect to use all or any portion of the amounts due to it under the Loan Agreement to offset any payment obligations of the Lender to Burcon with respect to a financing of Burcon.

The above summary is qualified in its entirety by reference to the terms of the Loan Agreement, which may be found under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Firewood, the parent company of the Lender, is wholly-owned by Mr. Alan Chan, a director of Burcon. Firewood is an insider of Burcon as it currently holds 9,866,568 common shares of Burcon ("**Common Shares**"), representing approximately 22.45% of the outstanding Common Shares. In addition, Mr. Alan Chan and Ms. Rosanna Chau, directors of Burcon, are also directors of Firewood and the Lender, respectively.

The Loan Agreement is considered a "related party transaction" pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") because Firewood is a related party of Burcon, holding approximately 22.45% of the outstanding Common

Shares. Burcon is relying on the exemption available under Section 5.7(a) of MI 61-101 from the minority shareholder approval requirement of MI 61-101. Additionally, the Loan is exempt from the formal valuation requirement of MI 61-101 since it is a related party transaction under section (j) of the "related party transaction" definition of MI 61-101. The Loan Agreement is not expected to have an effect on the percentage of securities of Burcon beneficially owned or controlled by Firewood, since no securities of Burcon are issuable in connection with the Loan Agreement.

As at September 30, 2018, Burcon had cash and cash equivalents of approximately \$1.1 million. Together with the net proceeds from the Loan, Burcon believes it has sufficient capital to fund its current level of operations through February 2019. The net proceeds from the Loan will be used to continue Burcon's commercialization efforts, for partnering discussions for its Peazazz pea protein technology and other alternative plant protein technologies, for continued research and development of Burcon's protein extraction and purification technologies, for work on Burcon's intellectual property portfolio and for other general corporate purposes. The Loan Agreement was approved by the independent members of the board of directors of Burcon, with Mr. Alan Chan and Ms. Rosanna Chau abstaining from the vote.

This material change report is being filed less than 21 days prior to the Closing Date, which is consistent with market practice and Burcon deems this to be reasonable in the circumstances.

**Item 5.2: Disclosure for Restructuring Transactions**

Not applicable.

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

This material change report is not being filed on a confidential basis.

**Item 7: Omitted Information**

Not applicable.

**Item 8: Executive Officer**

Johann F. Tergesen, President and Chief Operating Officer  
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**Item 9: Date of Report**

November 20, 2018.