

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of the Corporation

BriaCell Therapeutics Corp. ("**BriaCell**" or the "**Company**")
3rd Floor Bellevue Center
235 15th Street
West Vancouver, British Columbia V7T 2X1
Canada

Item 2 Date of Material Change

October 15, 2019

Item 3 News Release

A news release with respect to the material change referred to in this report was issued by the Company through GlobeNewswire on October 15, 2019, and filed under the Company's profile on the system for electronic document analysis and retrieval (SEDAR) at www.sedar.com on October 15, 2019.

Item 4 Summary of Material Change

On October 15, 2019, BriaCell completed its previously announced non-brokered private placement (the "**Offering**") of 8,120,633 common shares (the "**Common Shares**") of the Company at a price of C\$0.07 per Common Share for aggregate gross proceeds of C\$568,444.31.

Item 5.1 Full Description of Material Change

On October 15, 2019, BriaCell completed the Offering of 8,120,633 Common Shares at a price of C\$0.07 per Common Share for aggregate gross proceeds of C\$568,444.31. The net proceeds from the Offering will be used to fund research and development, for the repayment of outstanding unsecured convertible notes and for general working capital and general corporate purposes.

All securities issued under the Offering are subject to a four-month plus one-day hold period, which will expire on February 16, 2020.

Insider Participation

Certain "insiders" of the Company have subscribed for Common Shares under the Offering, the effect of which is described on Appendix "A".

Each subscription by an "insider" is considered a "related party transaction" for the purposes of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") and Policy 5.9– *Protection of Minority Security Holders in Special Transactions* of the TSX Venture Exchange. The Company did not file this material change report more than 21 days before the expected closing date of the Offering as the details of the Offering and the participation therein by each "related party" of the Company were not settled until shortly prior to the closing of the Offering, and the Company wished to close the Offering on an expedited basis for sound business reasons. The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Company is exempt from the formal valuation requirement in section 5.4 of MI 61-101 in reliance on sections 5.5(a) and (b) of MI 61-101 as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization, and no securities of the Company are listed or quoted for trading on prescribed stock exchanges or stock markets. Additionally, the

Company is exempt from minority shareholder approval requirement in section 5.6 of MI 61-101 in reliance on section 5.7(b) as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization.

The Offering was approved by the board of directors of BriaCell in writing pursuant to subsection 140(3) of the Business Corporations Act (British Columbia). The Company will send a copy of this material change report to any shareholder of the Company who requests a copy of it.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information please contact:
Ms. Farrah Dean
Manager, Corporate Development
Telephone: 1-888-485-6340
Email: farrah@BriaCell.com

Item 9 Date of Report

October 24, 2019

APPENDIX "A"
OWNERSHIP OF SECURITIES OF THE CORPORATION PRE-OFFERING AND POST-OFFERING

| Insider | Insider Relationship | Common Shares Held Prior to Offering (Undiluted Basis) | Common Shares Held Prior to Offering (Diluted Basis) | Percentage Held Prior to Offering (Undiluted Basis) | Percentage Held Prior to Offering (Diluted Basis) | Common Shares Purchased | Subscription Amount | Common Shares Held After Offering (Undiluted Basis) | Common Shares Held After Offering (Diluted Basis) | Percentage Held After Offering (Undiluted Basis) | Percentage Held After Offering (Diluted Basis) |
|---------------------------|---|--|--|---|---|-------------------------|---------------------|---|---|--|--|
| Dr. William V. Williams | Chief Executive Officer, Director of BriaCell | 17,976,421 | 22,810,062 | 8.30% | 10.53% | 2,142,857 | \$149,999.99 | 20,119,278 | 24,952,919 | 9.30% | 11.52% |
| Vaughn C. Embro-Pantalony | Director of BriaCell | 1,428,571 | 1,428,571 | 0.69% | 0.69% | 1,428,571 | \$99,999.97 | 2,857,142 | 2,857,142 | 1.32% | 1.32% |
| Jamieson Bondarenko | Director of BriaCell | 33,813,802 | 36,813,802 | 16.22% | 17.66% | 2,142,900 | \$150,003.00 | 35,956,702 | 38,956,702 | 16.60% | 17.99% |
| Total | | 53,218,794 | 61,052,435 | 25.21% | 28.88% | 5,714,328 | \$400,002.96 | 58,933,122 | 66,766,763 | 27.22% | 30.83% |