

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

ITEM 1 Name and Address of Company:

NexgenRx Inc. ("NexgenRx" or the "Corporation")
185 The West Mall, Suite 600
Toronto, Ontario M9C 5L5

ITEM 2 Date of Material Change:

August 17, 2018 (re: acquisitions) and August 22, 2018 (re: new director).

ITEM 3 News Release:

News releases were distributed via FSC Newswire and filed via SEDAR on August 17, 2018 (re: acquisitions) and August 22, 2018 (re: new director).

ITEM 4 Summary of Material Change:

The Corporation announces that it has completed its acquisition of two benefits administration companies, Canadian Benefit Administrators Ltd. ("CBA") and My Benetech Inc. ("MBT"). NexgenRx has acquired all of the issued and outstanding shares of each of CBA and MBT for an aggregate purchase price of \$4,000,000, with \$2,800,000 having been paid on closing and a further \$1,200,000 to be paid on the second anniversary of the closing date, subject to certain standard purchase price adjustments and subject to acceleration of payment in the event of a change of control. The amount paid on closing consists of a cash payment of \$2,650,000, together with an aggregate of \$150,000 in common shares of the Company. An aggregate of 600,000 common shares were issued to the vendors (and allocated among them on a pro rata basis) at a price of \$0.25 per share.

The Corporation also announces the appointment of Randy McGlynn to its Board of Directors effective immediately.

ITEM 5 Full Description of Material Change:

Please see attached press release.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not Applicable.

ITEM 7 Omitted Information:

Not Applicable.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Mr. Ronald Loucks, President and Chief Executive Officer
Phone No.: (416) 695-3393 ext. 801
Fax No.: (647) 722-2920

ITEM 9 Date of Report:

DATED as of August 24, 2018.



Toronto, Ontario, Canada
TSX-V Symbol: NXG

August 15, 2018

NEWS RELEASE

**NEXGENRX ANNOUNCES COMPLETION OF ACQUISITION OF
TWO BENEFIT ADMINISTRATION COMPANIES**

For Immediate Release

August 15, 2018: Toronto, Ontario – NEXGENRX INC. ("NexgenRx" or the "Company") is pleased to announce that it has completed its previously announced acquisition of two benefits administration companies, Canadian Benefit Administrators Ltd. ("CBA") and My Benetech Inc. ("MBT"). CBA is a Third Party Administrator ("TPA") providing administrative services to plan advisors and other intermediaries who wish to provide their clients with eligibility, enrolment & billing functionality, independent of any one insurance carrier. CBA has a team of administrators providing this service on behalf of various plan sponsors. MyBenetech provides a wholesale value-add SaaS (Software as a Service) platform to plan sponsors who have their own dedicated administrators wishing to have the independence from any one insurance carrier, as well as TPA's like NexgenRx. Both organizations use the industry-leading "Vital Objects" software, as the software platform.

NexgenRx has acquired all of the issued and outstanding shares of each of CBA and MBT for an aggregate purchase price of \$4,000,000, with \$2,800,000 having been paid today and a further \$1,200,000 to be paid on the second anniversary of the closing date, subject to certain standard purchase price adjustments and subject to acceleration of payment in the event of a change of control. The amount paid today consists of a cash payment of \$2,650,000, together with an aggregate of \$150,000 in common shares of the Company. An aggregate of 600,000 common shares have been issued to the vendors (and allocated among them on a pro rata basis) at a price of \$0.25 per share. Standard four (4) month hold periods apply to the securities issued under this transaction in accordance with applicable securities laws, which will expire on December 16, 2018. For further details, please refer to the Company's news release dated July 24, 2018.

The principals of each of the acquired companies (Cindy Robinson and Jason Robinson) have each entered into long-term employment agreements and have been granted an aggregate of 500,000 options to acquire common shares in the capital of NexgenRx at a price of \$0.25 for a period of 10 years (vesting as to 33.3% each year for three years, beginning on the first anniversary of the grant date). All of such options (and the common shares issuable upon exercise) are subject applicable securities law hold periods, which will expire on December 16, 2018.

"We are extremely excited to have concluded this strategic acquisition and look forward to working with the senior management and staff of CBA and MBT, which are integral to the transaction. We have had a

long standing business relationship with these companies and this acquisition is expected to solidify an integral part of our value proposition" stated Ron Loucks, President & CEO, NexgenRx.

About NexgenRx

NexgenRx is Canada's only independent full service technology solutions provider, offering proprietary full front end enrolment, hour bank and mobile access capabilities, combined with state of the art claims adjudication and full provider network coverage. These combined capabilities allow NexgenRx to provide complete proprietary solutions to plan sponsors that need sophisticated front end administration and health benefit technology applications, all in a cost-effective manner. NexgenRx is committed to building partnerships with organizations looking to exceed the expectations of their clients and plan members and deliver superior administration and claims processing solutions at a competitive cost. More information on NexgenRx can be found at www.nexgenrx.com.

Caution Regarding Forward-Looking Statements

Except for statements of historical fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors that could cause the results to differ materially from those expressed in the forward-looking information include, but are not limited to: uncertainty as to whether our strategies and business plans will yield the expected benefits; availability and cost of capital; the ability to identify and develop and achieve commercial success for existing and new products and technologies; the level of expenditures necessary to maintain and improve the quality of products and services; changes in technology and changes in laws and regulations; continued development and enhancement of the Company's proprietary software technology; cyber security risks and the other risks and uncertainties disclosed in our annual Management's Discussion and Analysis, as filed under our profile on SEDAR at www.sedar.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this news release is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

Neither 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 the release.

FOR FURTHER INFORMATION PLEASE CONTACT:

Ronald C. Loucks
NexgenRx Inc.
President and CEO
416.695.3393 x801

Kelly Ehler CPA, CA
NexgenRx Inc.
Chief Financial Officer
416-695-3393x803



Toronto, Ontario, Canada
TSX-V Symbol: NXG

August 22, 2018

NEWS RELEASE

NEXGENRX ANNOUNCES NEW DIRECTOR APPOINTMENT

For Immediate Release

August 22, 2018: Toronto, Ontario – NEXGENRX INC. ("NexgenRx" or the "Company") is pleased to announce the appointment of Randy McGlynn to its Board of Directors effective immediately.

Randy McGlynn is a senior insurance industry executive with a distinguished career in sales, marketing and benefits consulting as well as C-level experience as the former President & CEO of the Ontario Teacher's Insurance Plan (OTIP). Mr. McGlynn is currently Chairman of Teacher's Life, an insurance fraternal selling, servicing and managing claims for Life, Accidental Death and Dismemberment and Long Term Disability for Ontario's education community. In addition, Randy is a Trustee of Automotive Sector Retiree Trust and Ontario Secondary School Teachers Federation Employee Life and Health Trust (ELHT). Randy is also a major shareholder of MASS Group of Companies (Property, Casualty, Commercial, Employee Benefits operating in Canada).

"I have known and respected Randy for over 25 years and am delighted to welcome him to NexgenRx. I look forward to his strategic insights and active participation on our Board" stated Ron Loucks, President & CEO.

"Randy is a perfect addition to our Board, bringing industry specific knowledge and extensive Board experience to NexgenRx" added Tom Corcoran, NexgenRx Chairman of the Board of Directors.

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