

FORM 51 – 102F3
Material Change Report

Item 1 **Name and Address of Company**

BioHEP Technologies Ltd. (the “Company”)
2820-200 Granville St. Vancouver BC V6C 1S4 E8

Item 2 **Date of Material Change**

April 28, 2017

Item 3 **News Release**

On May 3, 2017 news release was sent for dissemination and was filed on SEDAR.

Item 4 **Summary of Material Change**

The board of directors of the Company approved the Assignment and Assumption Agreement dated for reference April 21, 2017, between BioDE Ventures Ltd. (“BioDE”) and the Company.

Item 5 **Full Description of Material Change**

The board of directors of the Company approved the Assignment and Assumption Agreement dated for reference April 21, 2017, between BioDE Ventures Ltd. (“BioDE”) and the Company (the “Assignment Agreement”).

Pursuant to the Assignment Agreement, BioDE assigned to the Company the Exclusive License Agreement effective as of December, 2005 between Migenix, Inc. and Cutanea Life Sciences, Inc. (the “License Agreement”) and certain patents (the “Patents”) for the price of \$450,000 which will be paid by the Company by issuing 540,050 shares of the Company at a price of \$0.833256 per share.

The value of the License Agreement and the Patents of BioDE was determined by an independent valuation consultant.

The value of the shares of the Company was determined by dividing the value of the main assets of the Company by the number of issued and outstanding shares of the Company.

The Assignment Agreement is subject to BioDE completing an amalgamation pursuant to the Amalgamation Agreement among the Company, Exro Technologies Inc. and 1089001 B.C. Ltd. dated for reference November 7, 2016.

Item 6 **Reliance on Subsection 7.1 (2) or (3) of National Instrument 51-102**

N/A

Item 7 **Omitted Information**

N/A

Item 8 **Executive Officer**

The following executive officer of the Company is knowledgeable about this report and the material change disclosed herein:

Chester Shynkaryk
Chief Executive Officer
Phone: 604-722-9140

Item 9 **Date of Report**

May 3, 2017.