

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

ITEM 1. NAME AND ADDRESS OF COMPANY

Alphanco Venture Corp.
2110 28th Street,
West Vancouver, BC V7V 4M3

ITEM 2. DATE OF MATERIAL CHANGE

November 3, 2020

ITEM 3. NEWS RELEASE

Issued November 3, 2020 and disseminated through the facilities of Stockwatch, and Market News.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer announced a proposed Qualifying Transaction.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not Applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Joanne Yan, Chief Executive Officer
Telephone: 604-961-8188

ITEM 9. DATE OF REPORT

November 3, 2020

NEWS RELEASE

ALPHANCO VENTURE CORP. TO ACQUIRE MARVEL BIOTECHNOLOGY INC. IN A REVERSE TAKEOVER TRANSACTION

Vancouver, B.C., November 3, 2020 – Alphanco Venture Corp. (TSX-V: AVC.P) (the “Company” or “AVC”), a capital pool company listed on the TSX Venture Exchange (the “TSXV”), is pleased to announce that it has signed a Merger Agreement dated October 28, 2020 (the “Agreement”) pursuant to which the Company will acquire (the “Proposed Transaction”) all of the outstanding shares of Marvel Biotechnology Inc. (“Marvel”). The Proposed Transaction is intended to be a “Qualifying Transaction” for the Company as defined under TSXV policies. A copy of the Agreement is available under the Company’s profile on SEDAR.

Marvel was incorporated pursuant to the Business Corporations Act (Alberta) on August 1, 2018, and is a Calgary-based biotechnology company that utilizes a “target repurposing” approach to drug development in large markets that have few or no competitors. Marvel is focused on a non-traditional biotech model in that it identifies assets, compounds or new chemical entities that have come off patent protection for certain already approved disease indications. Unlike a traditional or repurposing biotech model, Marvel develops synthetic chemical derivatives to significantly enhance certain compounds that results in a new novel and patentable asset for a new disease indication. The result is that there is significantly less cost and time to develop Marvel’s assets compared to traditional biotech companies.

Marvel has currently developed several new patented and patentable chemical entities, using synthetic chemical derivatives of known, off-patent drugs, that inhibit the A2a adenosine receptor with application to neurological diseases (depression & anxiety, Alzheimer’s, ADHD and addiction), cancer, and application to the non-neurological disease of non-alcoholic steatohepatitis liver fibrosis. Marvel is also exploring additional undisclosed targets to expand its asset pipeline.

The controlling shareholder of Marvel is Renaissance Mercantile Corp. which is controlled by J. Roderick Matheson (see description of “Proposed Directors and Officers of the Resulting Issuer” below).

Summary of the Proposed Transaction

The Proposed Transaction will be completed by way of a merger between Marvel and a newly incorporated and wholly-owned Alberta subsidiary of the Company. Marvel will become a wholly-owned subsidiary of the Company on completion of the Proposed Transaction by way of the shareholders of Marvel exchanging their shares in Marvel at a ratio of 1:1 for shares of the Company (as discussed below) at a deemed price of \$0.40 per Company share (the “Deemed QT Price”). Other than the issuance of Company shares, there is no other consideration payable by the Company to acquire Marvel. Upon completion of the Proposed Transaction, the Company will continue on with the business of Marvel (the “Resulting Issuer”) and accordingly, the Resulting Issuer intends to list as a Tier 2 Life Sciences issuer on the TSXV.

In connection with the Proposed Transaction, the Resulting Issuer intends to appoint five (5) directors to its board of directors, to continue its corporate status into Alberta, to appoint MNP LLP as its auditors, and approve a new stock option plan. AVC has called a shareholder meeting to approve these matters to be effective on completion of the Proposed Transaction.

Prior to the closing of the Proposed Transaction, the Company intends to change its name to “Marvel Biotechnology Corp.”, or such other name as may be agreed upon the parties.

On completion of the Proposed Transaction and Financings (as described below):

1. the shareholders of Marvel will exchange their shares for shares of the Resulting Issuer at the Deemed QT Price and will hold up to approximately 15,610,098 common shares of the Resulting Issuer for a deemed total valuation of Marvel of approximately \$6,250,000; and
2. the shareholders of Marvel will exchange their 16,668,200 common share purchase warrants at varying exercise prices and varying terms at a ratio of 1:1 for common share purchase warrants issued by the Resulting Issuer at duplicate exercise prices and terms, not including the potential exercise of up to 5,000,000 common share purchase warrants (the “**Founder Warrants**”) held by a founder of Marvel.

In the event the Founder Warrants are exercised, the shareholders of Marvel will hold approximately 20,610,098 common shares of the Resulting Issuer at the Deemed QT Price and 11,668,200 common share purchase warrants at varying exercise prices and varying terms.

No deposits, advances or loans have been made by the Company to Marvel and none are contracted to be made pursuant to the Agreement.

The Company will be seeking a waiver of the sponsorship requirements of TSXV Policy 2.2 *Sponsorship and Sponsorship Requirements*, but there is no assurance that such waiver will be granted.

Conditions to the Proposed Transaction

The completion of the Proposed Transaction remains subject to a number of terms and conditions customary for transactions of this nature, including regulatory and shareholder approval of the matters contemplated by the Agreement and the satisfactory completion of due diligence on the Company by Marvel.

As a condition of completion of the Proposed Transaction and subject to the “Minimum AVC Participation” (as defined below), the Resulting Issuer will complete, concurrent with Closing, a non-brokered private placement of a minimum 5,000,000 shares (“**Resulting Issuer Shares**”) and up to a maximum of 10,000,000 Resulting Issuer Shares at a price of \$0.40 per Resulting Issuer Share, for aggregate gross proceeds of a minimum \$2,000,000 and a maximum of \$4,000,000 (the “**Concurrent Financing**”). Finder’s fees may be payable on a portion of the Concurrent Financing to eligible finders.

Pursuant to the Merger Agreement and the execution of a subsequent Definitive Agreement, AVC has committed to AVC Shareholders or purchasers sourced by AVC purchasing a minimum of \$1,000,000 worth of securities in connection with this Transaction made up of the aggregate dollar amount taken down by such purchasers in (i) the Marvel Private Placement (as defined below) of up to \$250,000, and (ii) the balance of a minimum \$750,000 of the Concurrent Financing, as totals \$1,000,000 (or more) (referred to as the “**Minimum AVC Participation**”). It is expected that insiders of Marvel, their assigns, or their friends, family, business associates or accredited investors, shall subscribe for a minimum of \$2,000,000 in the Concurrent Financing.

In addition, pursuant to the terms of the Merger Agreement, 670,000 outstanding AVC stock options will be cancelled.

Financings

Marvel is also in the process of completing an additional private placement to fund further clinical studies and for general corporate purposes. Prior to November 13, 2020, Marvel intends on completing, in one or more closings, a non-brokered unit (“**Unit**”) private placement (“**Marvel Private Placement**”) at \$0.30 per Unit of no less than \$250,000 (of which \$106,000 has been raised so far) and no more than \$500,000, each Unit consisting of a common share and a common share purchase warrant (“**Warrant**”), with each Warrant entitling the holder to purchase an additional common share at \$0.50 per share for a period of 24 months. Marvel has granted AVC the option for AVC Shareholders or purchasers sourced by AVC to purchase up to \$250,000 of the Marvel Private Placement. No further issuances of securities by Marvel will occur prior to the closing of the Proposed Transaction.

Share Capital and Escrow

On completion of the Proposed Transaction and the Concurrent Financing, the Company is anticipated to have approximately the following capitalization:

- Up to a minimum 32,310,098 and maximum 37,310,098 Resulting Issuer Shares;
- Up to 12,068,200 Resulting Issuer Share warrants to purchase Resulting Issuer Shares inclusive of 400,000 broker warrants already issued and prior to the Concurrent Financing.

The Resulting Issuer intends to grant stock options pursuant to a new stock option plan. A finder’s fee in the amount of \$5,000 plus applicable taxes will be paid on completion of the Proposed Transaction.

It is anticipated that current securityholders of the Company are expected to hold approximately 20.7% of the Resulting Issuer assuming the minimum Concurrent Financing or 18.0% of the Resulting Issuer Shares assuming the maximum amount of the Concurrent Financing, and approximately 15.1% (minimum Concurrent Financing) or 13.6% (maximum Concurrent Financing) on a fully diluted basis.

Securities issued to Marvel shareholders by AVC pursuant to the Proposed Transaction (other than those issued pursuant to the Concurrent Financing and or other than prescribed exceptions in TSXV Policies), held by Principals of the Resulting Issuer are subject to escrow, and all securities held by Non-Principals are subject to Seed Share Resale Restrictions (SSRR). No new insiders of the Resulting Issuer (excluding those in their capacities as proposed directors and officers) are expected to be created under the Proposed Transaction.

The common shares of the Company were halted effective October 28, 2020 and are not expected to recommence trading on the TSXV prior to completion of the Proposed Transaction. The Proposed Transaction is anticipated to close on or before February 1, 2021. The Proposed Transaction is not a “Non-Arm’s Length Qualifying Transaction” as such term is defined under TSXV policies.

Proposed Directors and Officers of the Resulting Issuer

On completion of the Proposed Transaction, the directors and officers of AVC are expected to resign other than Joanne Yan who is expected to remain a director, and the following board of directors and management team is expected to be appointed:

J. Roderick Matheson – Chief Executive Officer and Director Mr. Matheson has spent over 35 years of his career in the investment and capital markets industries and is an experienced and seasoned senior executive in diverse areas of finance, capital markets, entrepreneurship and investing. Among his accomplishments are multiple financings in excess of \$1 billion dollars of both public and private companies in the biotechnology, technology, mining, oil and gas industries as well as numerous venture start-ups. Mr. Matheson began his career at Wood Gundy in 1983 becoming Vice President and Director. He left Wood Gundy in 1995 to spearhead the Calgary operations of Canaccord Capital Corporation and after several years moved to Bolder Investment Partners, starting up their Calgary operations. In 2010 Bolder merged and Mr. Matheson and his colleagues moved to other independent investment firms concluding with Aligned Capital Partners Inc. until late 2019. A significant amount of Mr. Matheson's career has been spent in capital markets advisory and risk management services to companies and industries that require his expertise. In late 2019, Mr. Matheson commenced the operation of Renaissance Mercantile Corp., a privately-owned merchant bank where he is Executive Chairman and is a shareholder of Marvel Biotechnology Inc.

Mr. Matheson currently provides services as the President and Chief Executive Officer of Marvel pursuant to an Executive Management and Administrative Services Agreement from Renaissance Mercantile Corp.

Dr. Mark Williams – President, Chief Science Officer and Director Dr. Williams is Chief Scientific Officer of Marvel and has 15 years of experience in drug and medical device development having repurposed three drugs from preclinical studies directly to positive phase II data including manufacturing and toxicology. Dr. Williams is the author of more than 12 patents and an inventor of DM199 (a recombinant protein) in phase II trials for stroke and kidney disease. Dr. Williams is also involved in the financing and collaboration/partnership side of life science companies, having assisted to secure arrangements with drug foundations, pharma companies and various government agencies including Health Canada and US FDA.

Dr. Williams has a Masters in Business Administration from the University of Manitoba and a PhD from the University of Alberta.

Preston Maddin – Chief Financial Officer Mr. Maddin has been a Chartered Professional Accountant for over 30 years and since 1983 has been President and Chief Executive Officer of Pan-Meridian Capital Corporation, a private management, investment and consulting company that provides independent executive contract services to junior and emerging private and public companies with an emphasis on companies in the biotechnology and medical device sector. Mr. Maddin has over 38 years of experience with domestic, international private and public company equity and debt financings, stock exchange listings and advisory to board and management teams, corporate capital structuring, corporate acquisitions of assets and or shares, executive contract management and corporate governance.

Mr. Maddin has a Bachelor of Commerce degree from the University of Saskatchewan.

Mr. Maddin provides services as the Chief Financial Officer of Marvel pursuant to an Executive Management and Administrative Services Agreement from Renaissance Mercantile Corp.

Joanne Yan – Director

Ms. Yan has extensive public company experience having been a leading director, a governance committee chair and executive officer of numerous companies listed on the TSX Venture Exchange and the Toronto Stock Exchange. Since September 1994, Ms. Yan has been President of Joyco Consulting Services Inc., a wholly owned private Vancouver, BC company, providing business consulting services particularly with respect to mergers and acquisitions and related public and private financings.

Jacqueline Groot – Corporate Secretary. Ms. Groot began her career in the investment industry with Wood Gundy in 1987 and was a licensed Investment Advisor at Wood Gundy and Canaccord Capital Corporation until 1998. From 2010, Ms. Groot was a licensed investment advisor with the independent firms Sora Group Wealth Advisors, Jordan Capital Markets, Salman Partners and concluding with Aligned Capital Partners until late November 2019. A significant amount of Ms. Groot’s career has been spent in capital markets advisory. She has extensive knowledge of capital markets, trade execution, financial products including derivatives, and investment themes. Ms. Groot also has a strong background in technical and relative strength market analysis. In late 2019, Ms. Groot joined the operation of Renaissance Mercantile Corp., a privately-owned Calgary based merchant bank where she is Corporate Secretary and Director of Administration.

Ms. Groot currently provides services as Corporate Secretary of Marvel pursuant to an Executive Management and Administrative Services Agreement from Renaissance Mercantile Corp.

The Resulting Issuer plans to expand the board of directors from three to five directors and to elect two additional nominees of Marvel as directors of the Resulting Issuer, conditional and effective on completion of the Proposed Transaction.

About Marvel

Marvel as described above, carries on the business as a biotechnology and life sciences company.

The following table presents certain unaudited historical management prepared financial information of Marvel for the financial year ended July 31, 2020, and is subject to further amendment and adjustment on completion of the year end audit, inclusive of scientific research and experimental development (“SRED”) disclosure or accruals as appropriate

	Marvel (unaudited) as at July 31, 2020
Current assets	\$259,810
Total assets	\$260,147
Current liabilities	\$123,148
Total liabilities	\$146,504
Shareholders’ (or Members’) equity (deficit)	\$113,643

About AVC

AVC is a capital pool company pursuant to the policies of the TSX Venture Exchange with a view to completing a Qualifying Transaction within 24 months of listing. Management of the Company has been actively engaged in assessing possible projects with a view to completing an acquisition.

For further information please contact:

Joanne Yan, CEO, CFO & Director

T: 604-961-8188

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this press release.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to TSXV Requirements, majority of the minority shareholder approval..

Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the TSXV Filing Statement (or other disclosure documents to be prepared by the Company) to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this press release.

All information contained in this news release with respect to AVC and Marvel was supplied by the parties, respectively, for inclusion herein, and each parties' directors and officers have relied on each other for any information concerning such party.

This news release contains forward-looking statements relating to the timing and completion of the Proposed Transaction, the future operations of the Company, Marvel, and the Resulting Issuer and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the Proposed Transaction and the future plans and objectives of the Company, Marvel and the Resulting Issuer are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the expectations of the Company, Marvel, and the Resulting Issuer include the failure to satisfy the conditions to completion of the Proposed Transaction set forth above and other risks detailed from time to time in the filings made by the Company, Marvel and the Resulting Issuer under securities regulations.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, Marvel and the Resulting Issuer. As a result, the Company, Marvel and the Resulting Issuer cannot guarantee that the Proposed Transaction will be completed on the

terms and within the time disclosed herein or at all. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company, Marvel and the Resulting Issuer will update or revise publicly any of the included forward-looking statements as expressly required by Canadian securities law.