

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

MediPharm Labs Corp. (the “**Company**”)
151 John Street
Barrie, Ontario
L4N 2L1

Item 2. Date of Material Change

October 1, 2018.

Item 3. News Release

News releases issued with respect to the material change were disseminated by the Company on each of October 2, 2018 and October 4, 2018 through Globe Newswire.

Item 4. Summary of Material Change

On October 1, 2018, the Company completed its previously announced business combination (the “**Transaction**”) with MediPharm Labs Inc. (the “**Target**”), consisting of the acquisition of all of the issued and outstanding class A common shares in the capital of the Target (the “**Target Shares**”) by way of a “three-cornered amalgamation” pursuant to the provisions of the *Business Corporations Act* (Ontario). The Transaction resulted in a reverse take-over of the Company by the shareholders of the Target and constituted the “Qualifying Transaction” of the Company pursuant to the policies of the TSX Venture Exchange (the “**TSXV**”).

Item 5. Full Description of Material Change

On October 1, 2018, the Company completed the Transaction which resulted in a reverse take-over of the Company by the shareholders of the Target. Prior to the completion of the Transaction, the Company filed articles of amendment to: (i) effect a name change from “POCML 4 Inc.” to “MediPharm Labs Corp.”; and (ii) effect a consolidation of its common shares on the basis of one (1) “new” common share (a “**Post-Consolidation Share**”) for every two “old” common shares then outstanding. The Transaction then proceeded by way of a “three cornered amalgamation” pursuant to which the Target amalgamated with a wholly-owned subsidiary of the Company, and the Company acquired all of the issued and outstanding Target Shares in exchange for Post-Consolidation Shares on the basis of 12.68 Post-Consolidation Shares for every one Target Share issued and outstanding.

Following completion of the Transaction, an aggregate of 96,866,628 Post-Consolidation Shares are issued and outstanding (non-diluted), of which the former shareholders of the Company hold 5,000,000 Post-Consolidation Shares representing approximately 5.2%, and the former shareholders of the Target hold 91,866,628 Post-Consolidation Shares representing approximately 94.8%. In addition, an aggregate of 33,214,619 Post-Consolidation Shares are reserved for issuance upon the exercise of outstanding convertible securities of the Company.

The Post-Consolidation Shares commenced trading on the TSXV under the symbol “LABS” on October 4, 2018.

Shares Subject to SSRR and Escrow

An aggregate of 41,654,733 Post-Consolidation Shares held by non-principal shareholders are subject to seed share resale restrictions (each, an “SSRR”) pursuant to TSXV Policy 5.4 - *Escrow, Vendor Consideration and Resale Restrictions*. SSRRs are TSXV hold periods of various lengths which apply where seed shares are issued to non-principals by private companies in connection with, among other things, a Qualifying Transaction. The terms of the SSRRs are based on the length of time such Post-Consolidation Shares have been held and the price at which such shares were originally issued by the Target.

In addition, an aggregate of 18,703,416 Post-Consolidation Shares held by principal shareholders, directors and officers of the Company are held in escrow pursuant to TSXV Policy 5.4 - *Escrow, Vendor Consideration and Resale Restrictions*. The securities subject to escrow shall be released as follows: 25% released on the date of the Final TSXV Bulletin (the “**Bulletin Date**”); an additional 25% released on the date which is six months following the Bulletin Date; an additional 25% released on the date which is twelve months following the Bulletin Date; and the remaining 25% released on the date which is 18 months following the Bulletin Date.

Directors, Officers and Auditor

As a result of the closing of the Transaction, the directors and officers of the Company are now:

Patrick McCutcheon	President, Chief Executive Officer and Director
Christopher Hobbs	Chief Financial Officer and Director
Keith Strachan	Vice President, Business Development and Director
Marufur Raza	Director
Miriam McDonald	Director

In connection with the Transaction, the Company has appointed Dale Matheson Carr-Hilton Labonte LLP as auditor of the Company, replacing MNP LLP. There are no reportable events, including disagreements, consultations or unresolved issues, as such terms are defined in National Instrument 51-102 *Continuous Disclosure Obligations*.

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

Patrick McCutcheon
President and Chief Executive Officer
Telephone: 705-719-7425
Email: investors@medipharmlabs.com

Item 9. Date of Report

October 10, 2018.