

PIVOT PHARMACEUTICALS INC.

1275 West 6th Avenue

Vancouver, British Columbia V6H 1A6

**NOTICE OF ANNUAL GENERAL MEETING OF STOCKHOLDERS
TO BE HELD ON DECEMBER 30, 2015 at 10:00 a.m. (Pacific Time)**

NOTICE IS HEREBY GIVEN that Pivot Pharmaceuticals Inc., a British Columbia corporation, will hold an annual general of stockholders on Wednesday, December 30, 2015 at 10:00 a.m. (local time) at 2700-700 W Georgia Street, Vancouver, British Columbia V7Y 1B8 (the "**Meeting**"). The Meeting is being held for the following purposes:

1. to set the number of directors at four (4);
2. to elect Dr. Ahmad Doroudian, Dr. Wolfgang Renz, Dr. Patrick Frankham, and Dr. Pravin R. Chaturvedi to serve as directors of our company;
3. to ratify the appointment of Sadler Gibb & Associates, LLC as our independent public accounting firm for the year ending January 31, 2016;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve a stock option plan as more particularly described in the accompanying information circular; and
5. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Our board of directors recommends that you vote "for" each of the nominees and vote "for" each proposal.

Our board has fixed the close of business on November 23, 2015 as the record date for determining the stockholders entitled to notice of, and to vote at, the Meeting or any adjournment or postponement of the Meeting. Only stockholders of record at the close of business on that date will be entitled to notice of and to vote at the Meeting. At the Meeting, each holder of record of Common Shares, will be entitled to one vote per Common Share held on each matter properly brought before the Meeting.

THE VOTE OF EACH STOCKHOLDER IS IMPORTANT. YOU CAN VOTE YOUR SHARES BY ATTENDING THE MEETING OR BY COMPLETING AND RETURNING THE PROXY CARD SENT TO YOU. PLEASE SUBMIT A PROXY AS SOON AS POSSIBLE SO THAT YOUR SHARES CAN BE VOTED AT THE MEETING IN ACCORDANCE WITH YOUR INSTRUCTIONS. FOR SPECIFIC INSTRUCTIONS ON VOTING, PLEASE REFER TO THE INSTRUCTIONS ON THE PROXY CARD OR THE INFORMATION FORWARDED BY YOUR BROKER, BANK OR OTHER HOLDER OF RECORD. EVEN IF YOU HAVE VOTED YOUR PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE IN PERSON AT THE MEETING, YOU MUST OBTAIN FROM SUCH BROKER, BANK OR OTHER NOMINEE, A PROXY ISSUED IN YOUR NAME. ALL PROXIES MUST BE RECEIVED BY OUR TRANSFER AGENT BY NO LATER THAN 48 HOURS PRIOR TO THE TIME OF THE MEETING IN ORDER TO BE COUNTED.

Dated: November 30, 2015.

By Order of the Board of Directors,

/s/ Ahmad Doroudian

Ahmad Doroudian

Director

IMPORTANT: Please complete, date, sign and promptly return the enclosed proxy card in the prepaid envelope (if mailing within the United States) to ensure that your shares will be represented. If you attend the meeting, you may choose to vote in person even if you have previously sent in your proxy card.