

PROXY CARD
ANNUAL MEETING OF STOCKHOLDERS OF
PIVOT PHARMACEUTICALS INC.
(“Pivot”)

TO BE HELD AT 2700-700 W GEORGIA STREET, VANCOUVER, BRITISH COLUMBIA
ON THURSDAY, DECEMBER 29, 2016 at 10:00 a.m. (local time)
(the “**Meeting**”)

The undersigned stockholder (“Registered Stockholder”) of Pivot hereby appoints, Ahmad Doroudian, a Director of Pivot, or failing this person, Moira Ong, an officer of Pivot, or in the place of the foregoing, _____ [print name] as proxyholder for and on behalf of the Registered Stockholder with the power of substitution to attend, act and vote for and on behalf of the Registered Stockholder in respect of all matters that may properly come before the Meeting and at every adjournment thereof, to the same extent and with the same powers as if the undersigned Registered Stockholder were present at the said Meeting, or any adjournment thereof.

The Registered Stockholder hereby directs the proxyholder to vote the securities of Pivot registered in the name of the Registered Stockholder as specified herein.

Please check this box only if you intend to attend and vote at the Meeting

To assist Pivot in tabulating the votes submitted by proxy prior to the Meeting, we request that you mark, sign, date and return this Proxy by 10:00 a.m., December 27, 2016 using the enclosed envelope.

(Continued, and to be marked, dated and signed, on the other side)

▲DETACH ABOVE CARD, SIGN, DATE AND MAIL IN POSTAGE PAID ENVELOPE PROVIDED▲

**Important Notice Regarding the Availability Of Proxy Materials
for the Annual Meeting of Stockholders Meeting To Be Held On December 29, 2016. The
Proxy Statement and our 2016 Annual Report to Stockholders are available at:
<http://www.viewproxy.com/PivotPharmaceuticals/2016>**

YOUR VOTE IS IMPORTANT

Option 1.

VOTE BY INTERNET: www.viewproxy.com/PivotPharmaceuticals/2016.

Use the Internet to transmit your voting instructions up until 11:59 p.m. local time on Dec. 28, 2016. Have your proxy card in hand when you access the web site and enter your 12 digit Online Voting Code and cast your vote:

Option 2.

VOTE BY MAIL: *Complete, date, sign and promptly mail this proxy in the enclosed postage-paid envelope.*

THIS PROXY IS SOLICITED ON BEHALF MANAGEMENT OF THE COMPANY.

Please mark your votes like this

1. Proposal 1 - To set the number of Directors at four (4)

FOR AGAINST ABSTAIN

2. Proposal 2 - Election of Directors:

(01) Dr. Ahmad Doroudian (02) Dr. Wolfgang Renz (03) Dr. Patrick Frankham (04) Dr. Pravin R. Chaturvedi

FOR all nominees WITHHELD from all nominees

FOR, except vote withheld from the following nominees: _____

3. Proposal 3 - To ratify the appointment of Sadler Gibb & Associates, LLC as our company's independent public accounting firm for the fiscal year ending January 31, 2017

FOR AGAINST ABSTAIN

I plan on attending the meeting

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the Meeting. This Proxy, when properly executed, will be voted in the manner directed by the Registered Stockholder. If no direction is made, this Proxy will be voted "FOR" each of the nominated directors and "FOR" the remaining Proposals.

Date: _____

Signature _____

Signature (if held jointly) _____

Please sign exactly as name appears below. When shares are held jointly, both Registered Stockholders should sign. When signing as attorney, executor, administrator, trustee or guardian, please indicate full title as such. If a corporation, please indicate full corporate name; and if signed by the president or another authorized officer, please specify the officer's capacity. If a partnership, please sign in partnership name by authorized person.

**THIS PROXY FORM IS NOT VALID UNLESS IT IS SIGNED AND DATED.
SEE IMPORTANT INFORMATION AND INSTRUCTIONS BELOW.**

➔ CONTROL NUMBER

▲DETACH ABOVE CARD, SIGN, DATE AND MAIL IN POSTAGE PAID ENVELOPE PROVIDED▲

➔ CONTROL NUMBER

INSTRUCTIONS FOR COMPLETION OF PROXY

1. This form of proxy ("Instrument of Proxy") *must be signed* by you, the Registered Stockholder, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and *if executed by an attorney, officer, or other duly appointed representative*, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.
2. *If this Instrument of Proxy is not dated* in the space provided, authority is hereby given by you, the Registered Stockholder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the Registered Stockholder.
3. A Registered Stockholder who wishes to attend the Meeting and vote on the resolutions in person, may simply register with the Scrutineer before the Meeting begins.
4. A Registered Stockholder who is not able to attend the Meeting in person but wishes to vote on the resolutions, may do the following:
 - (a) appoint one of the management proxyholders named on the Instrument of Proxy, by leaving the wording appointing a nominee as is; OR
 - (b) appoint another proxyholder.
5. The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Stockholder on any poll of a resolution that may be called for and, if the Registered Stockholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.

INSTRUCTIONS AND OPTIONS FOR VOTING:

To be represented at the Meeting, this proxy form must be received at the office of ClearTrust LLC by mail or by fax (813.388.4549) no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting. The mailing address is:

PIVOT PHARMACEUTICALS INC.
c/o ClearTrust LLC
16540 Pointe Village Drive, Suite 210
Lutz, Florida 33558