

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

Item 1 Name and Address of Company

Pivot Pharmaceuticals Inc. (the "Company")
1275 West 6th Avenue
Suite 300
Vancouver, British Columbia
V6H 1A6

Item 2 Date of Material Change

November 5, 2018.

Item 3 News Releases

News releases disclosing the material changes described herein were issued by the Company on October 4, October 22 and October 30, 2018.

Item 4 Summary of Material Change

On October 4, 2018, the Company announced that its wholly-owned U.S. subsidiary, Pivot Naturals LLC, signed a Contract Manufacturing and Licensing Agreement with Ananda Acquisitions LLC ("Ananda") to formulate and manufacture various cannabis-infused edible products for Ananda using the Company's patented Ready-To-Infuse-Cannabis technology.

On October 22, 2018, the Company announced that has closed a non-brokered private placement for a total of C\$1,641,300 and settled C\$1,500,000 of outstanding debt with the issuance of common shares and share purchase warrants. 4,103,250 common shares and share purchase warrants have been issued in connection with the private placement. 3,750,000 common shares and share purchase warrants have been issued in connection with the debt settlement. Warrants granted have an exercise price of C\$0.60 and an expiry term of three (3) years.

On October 22, 2018, the Company announced that it has entered into a letter of intent to create a Joint Venture ("the Joint Venture") with Cartagena Inc., a subsidiary of Mexico-based Licorera Del Sur. The Joint Venture will develop and commercialize cannabis-infused non-alcoholic beverages using Pivot's patented, water-soluble powdered cannabis technologies combined with Cartagena's fine spirits and flavoured extract formulations.

On October 29, 2018, the Company granted 100,000 options to purchase shares of common stock to an advisory board member at an exercise price of US\$0.32, term of five years and vesting on January 2, 2019. On October 30, 2018, the Company granted 70,922 common shares to a third party for services provided.

On October 30, 2018, the Company announced that it has signed a letter of intent to create a joint venture with Mexico-based Intercontinental Marketing Co., S.A. de C.V. ("IMACO") for the purposes of importing, registering and distributing Pivot's patented line of bio-cannabis products into the Mexican market.

Item 5 Full Description of Material Change

The press releases attached as Schedule "A" contain a full description of the material change.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Further information can be obtained from Patrick Frankham, Chief Executive Officer of the Company, at (514) 943-1899.

Item 9 Date of Report

November 5, 2018.

SCHEDULE "A"



Pivot’s U.S. subsidiary, Pivot Naturals LLC, Generates Revenue
Signs Contract Manufacturing and Licensing Agreement With Ananda Acquisitions LLC

VANCOUVER, BC - (October 4, 2018) – [Pivot Pharmaceuticals Inc.](#) (CSE: [PVOT](#) / OTCQB: [PVOTF](#) / FRA: [NPAT](#)) (“Pivot” or the “Company”) is pleased to announce that its wholly-owned U.S. subsidiary, Pivot Naturals LLC, has signed a Contract Manufacturing and Licensing Agreement (“Agreement”) with Ananda Acquisitions LLC. Under the terms of the Agreement, Pivot will formulate and manufacture various cannabis-infused edible products for Ananda using Pivot’s patented Ready-To-Infuse-Cannabis (“RTIC”) technology. The initial Formulations Contract with Ananda is valued at USD \$120,000 and payment has been received in full.

Highlights:

- **Pivot Naturals Signs Contract Manufacturing and Licensing Agreement with Ananda Acquisitions;**
- **Pivot’s wholly-owned U.S. subsidiary, Pivot Naturals LLC, generates revenue totalling USD \$120,000 for formulation of cannabis-infused edible products;**
- **Ready-To-Infuse-Cannabis (“RTIC”) technology to be used in tablets, capsules, stick packs and beverages.**

Ananda Acquisitions is a brand development company dedicated to curating cannabis products targeted to the health and wellness oriented consumer. Mr. Jason Durnett, President and CEO of Ananda Acquisitions stated, “We spent many months searching for a science and technology focused partner capable of delivering the desired consumer effects we are looking for in our products. Pivot’s patent portfolio of cannabis technologies is by far the most advanced in the industry. Using Pivot’s revolutionary technology, we can deliver consistent, lab-tested cannabis products in varying product forms to address market needs.”

Patrick J. Rolfes, President of Pivot Naturals LLC, stated “Pivot is very excited to bring Ananda’s brands into the licensed adult-use California cannabis market with our patented RTIC technology. California represents the largest regulated cannabis market opportunity in the world. Ananda’s innovative brands utilizing Pivot’s infusion technology creates an exciting synergy. The two companies will launch intelligent products that will raise the bar for consumer expectations on safety, consistency and reliability with regards to the use of a cannabis-infused edible product bearing an Ananda brand.”

Dr. Patrick Frankham, Pivot’s CEO, stated “I am extremely proud of the entire Pivot team and would like to recognize their efforts in monetizing the IP portfolio that we have invested in during the past year. The generation of revenue by our subsidiary in the U.S. validates Pivot’s business model. With an industry leading patented product portfolio, Pivot is primed to become a leader in providing cannabis-based solutions that consumers will demand.”

About Pivot Pharmaceuticals Inc.

Pivot Pharmaceuticals Inc. is a biopharmaceutical company engaged in the development and commercialization of therapeutic pharmaceuticals and nutraceuticals using innovative drug delivery platform technologies. Pivot’s wholly-owned medical cannabis products division, Pivot Green Stream Health Solutions Inc. (“PGS” or “Pivot Green Stream”), conducts research, development and commercialization of cannabinoid-based nutraceuticals and

pharmaceuticals. Pivot's wholly-owned U.S. subsidiary, Pivot Naturals, LLC, based in Costa Mesa, California, will manufacture and supply finished powdered cannabis products such as food additives, capsules, bulk powder and stick packs to the California market. PGS has acquired "RTIC" Ready-To-Infuse Cannabis oil-to-powder technology and ThruDermic Transdermal Nanotechnology (transdermal); acquired worldwide rights to BiPhasix™ Dermal Drug Delivery platform technology (topical), Solmic Solubilisation technology (oral), and Solumer™ Oral Drug Delivery technology; and an option to acquire worldwide rights to TriVair™ Nasal and Pulmonary Breath-Propelled Drug Delivery Systems™ for the delivery and commercialization of cannabinoid, cannabidiol (CBD), and tetrahydrocannabinol (THC)-based products. For more information please visit www.PivotPharma.com

Cautionary Statement

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**Pivot Completes C\$1.64 Million Non-Brokered Private Placement
*Strengthens Balance Sheet With Partial Debt Settlement***

VANCOUVER, BC - (October 22, 2018) – [Pivot Pharmaceuticals Inc.](#) (CSE: [PVOT](#) / OTCQB: [PVOTF](#) / FRA: [NPAT](#)) (“Pivot” or the “Company”) is pleased to announce that it has closed a non-brokered Private Placement (the “Private Placement”) for a total of C\$1,641,300 and has also settled C\$1,500,000 of outstanding debt with the issuance of common shares and share purchase warrant. Proceeds of the Private Placement will be used for general working capital purposes, capital expenditures and patent costs.

Private Placement

The Company issued 4,103,250 units (“Units”) at a price of C\$0.40 per Unit for gross proceeds of C\$1,641,300. Each Unit consists of one common share (“Common Share”) and one common share purchase warrant (“Warrant”). Each Warrant is exercisable for one Common Share for a period of three years from the date of issuance at an exercise price of C\$0.60. The Common Shares and Warrants will be subject to resale restrictions for a period of four months and one day from the date of issuance.

In connection with the closing of the Private Placement, Hampton Securities Limited, Industrial Alliance Securities Inc., and certain other finders received an aggregate cash commission of \$88,904 representing commissions of up to 8% of the gross proceeds raised by such finders, and 222,260 agent warrants, representing 8% of the gross number of Units raised.

Debt Settlement

The Company has settled C\$1,500,000 principal amount (“Settlement Amount”) of its outstanding 10% senior secured convertible debentures March 2, 2019 (“Debentures”) through the issuance of an aggregate 3,750,000 common shares of the Company (“Settlement Shares”) at a deemed price of \$0.40 per share and 3,750,000 common share purchase warrants (“Settlement Warrants”), together with an amount payable in cash equal to the interest that the Debenture holders would have received in respect of the Settlement Amount if it remained outstanding to maturity. Each warrant is exercisable for one common share of the Company for a period of three years from the date of issuance at an exercise price of C\$0.60. The Settlement Shares and Settlement Warrants will be subject to resale restrictions for a period of four months from the date of issuance. As part of the satisfaction of the Settlement Amount, the conversion price of the remaining principal amount of the Debentures has been adjusted to C\$0.42, being the closing price of the common shares of the Company on the Canadian Securities Exchange on the last trading preceding the date of the debt settlement.

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powder and stick packs to the California market. PGS has acquired “RTIC” Ready-To-Infuse Cannabis oil-to-powder technology and ThruDermic Transdermal Nanotechnology (transdermal); acquired worldwide rights to BiPhasix™ Dermal Drug Delivery platform technology (topical), Solmic Solubilisation technology (oral), and Solumer™ Oral Drug Delivery technology; and an option to acquire worldwide rights to TriVair™ Nasal and Pulmonary Breath-Propelled Drug Delivery Systems™ for the delivery and commercialization of cannabinoid, cannabidiol (CBD), and tetrahydrocannabinol (THC)-based products. For more information please visit pivotpharma.com

Cautionary Note Regarding Forward-Looking Statements:

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Pivot Pharmaceuticals Signs Agreement with Licorera Del Sur Subsidiary Cartagena Inc. To Create Joint Venture To Commercialize Cannabis-Infused Non-Alcoholic Beverages

VANCOUVER, BC - (October 22, 2018) – [Pivot Pharmaceuticals Inc.](#) (CSE: [PVOT](#) / OTCQB: [PVOTF](#) / FRA: [NPAT](#)) (“Pivot” or the “Company”) is pleased to announce that it has signed a Letter of Intent to create a Joint Venture (“the Joint Venture”) with [Cartagena Inc.](#), a subsidiary of Mexico-based [Licorera Del Sur](#). The Joint Venture will develop and commercialize cannabis-infused non-alcoholic beverages using Pivot’s patented, water-soluble powdered cannabis technologies combined with Cartagena’s fine spirits and flavoured extract formulations. In addition, the Pivot and Cartagena Joint Venture will have extensive access to sales, distribution and marketing expertise.

Highlights:

- **Pivot to create a Joint Venture with Cartagena Inc. for cannabis-infused non-alcoholic beverages;**
- **The Joint Venture will commercialize cannabis-infused beverages to be sold in Canada, California, EU and Latin America markets, where and when regulations permit;**
- **Extensive research and development already completed by both parties;**
- **Low calorie, rapid onset non-alcoholic cannabis-infused beverages to be offered as an alternative to alcohol;**
- **Pivot’s patented, water-soluble cannabis-oil-to-powder technologies offer the beverage industry a ready-made solution that addresses stability, taste, odour and solubility issues;**

Cartagena Inc. is exclusively responsible for the international expansion of Licorera Del Sur. The group specializes in crafting multiple types of spirits with a focus on agave-based alcoholic beverages, including tequila, mezcal and agave liquor while also producing premium vodka, rum, aguardiente and whisky. With over 35 years of experience, 2000 employees, three modern state-of-the-art distilleries, thirteen bottling plants and global distribution capabilities, Licorera Del Sur is well positioned to enter the cannabis-infused beverage space through Cartagena Inc., capitalizing on the recent legalization of cannabis in Canada. The group will also get ready for the potential legalization of cannabis in Mexico.

Pivot Pharmaceuticals has an extensive library of patents and formulations that are perfectly suited for the food and beverage industry. Research and development performed by Solubest Inc., Pivot’s Israeli-based partner, has shown positive results for the Company’s cannabis powder technologies. Test formulations that have been successfully developed are stable, tasteless, odourless, colourless, and completely water-soluble.

Mr. Paul Bou-Nader, Managing Director of Cartagena Inc. stated “We are excited to partner with Pivot to create low calorie, rapid onset cannabis-infused beverages. This is a brand-new category of beverages and we are happy to be early movers in the space. Pivot’s intellectual property and formulations will allow us to accelerate the commercialization of several potential products. We look forward to bringing our creations to market very soon.”

Dr. Patrick Frankham, CEO of Pivot stated, “We are thrilled that Cartagena Inc. has agreed to enter into this Joint Venture. Their world class team of experts and award-winning product lines combined with Pivot’s industry leading intellectual property portfolio will result in consumers being able to enjoy cannabis-infused beverages that taste good, are stable and consistent, science-based and provide the experience they are looking for without the side effects of alcohol. This is yet another milestone moment for Pivot as we will once again monetize our

intellectual property portfolio. The importance of having patent protection should also not be underestimated. We realize that there are several companies offering cannabis-infusion technology but we are confident that our portfolio of issued patents is strong and defensible.”

About Cartagena Inc. and Licora Del Sur

Cartagena Inc. is a subsidiary of Mexico based Licora Del Sur. Our exclusive mission is to expand the international reach of the group as well as the introduction of our Premium Mezcal brand “Mexcalia” to international markets. We thrive to serve a diverse market in the most efficient way offering our existing and potential clients with a multitude of solutions and products to suit their needs and support them in the development of their own private label brands as well as the commercialization of our existing brands through beneficial distribution agreements internationally. We specialize in crafting multiple types of spirits with a focus on agave based alcoholic beverages including tequila, mezcal and agave liquor. We also produce and bottle premium vodka, rum, aguardiente and blended scotch whisky. Our group controls the craft of the spirits mentioned above but is also proudly vertically integrated controlling the production of glass and PET bottles, plastic and wooden caps and closures as well as the design of bottles, labels and packaging material. For further information please visit [Cartagena Inc.](#) or [Licorera Del Sur](#)

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Pivot Monetizes Product Portfolio With Strategic Mexican Pharmaceutical Joint Venture Partner
Market Access To 70,000 Points of Sale in Mexico

VANCOUVER, BC - (October 30, 2018) – [Pivot Pharmaceuticals Inc.](#) (CSE: [PVOT](#) / OTCQB: [PVOTF](#) / FRA: [NPAT](#)) (“Pivot”) is pleased to announce that it has signed a Letter of Intent to create a Joint Venture (“JV”) with Mexico-based Intercontinental Marketing Co., S.A. de C.V. (“IMACO”) for the purposes of importing, registering and distributing Pivot’s patented line of bio-cannabis products into the Mexican market. IMACO’s subsidiary, Grupo Farmaceutico de Tijuana (“GFT”), was established in 1955 and is one of Mexico’s largest manufacturers and distributors of generics, has two distribution centers located in Tijuana and Mexico City, and reaches over 70,000 commercial customers including Costco, Walmart, Sam’s Club, and Circle-K, among others.

Highlights:

- **Pivot – IMACO Joint Venture will register, distribute and sell Pivot’s portfolio of products into Mexico;**
- **JV will have access to distribute products in over 70,000 established Points-of-Sale including Walmart, Costco, Circle-K, pharmacies and supermarkets;**
- **Pivot’s products to be manufactured in Canada (upon receipt of appropriate licenses) and exported to Mexico. Initial products include oral solutions, topical gels, topical creams, tablets and capsules; and**
- **Pivot’s global reach now extends to Canada, EU, Latin America, California and Nevada.**

The Joint Venture, owned 51% by IMACO and 49% by Pivot, will facilitate the importation and registration of Pivot’s industry-leading product portfolio in Mexico. With over 50 years of experience in pharmaceutical and nutraceutical manufacturing, distribution and warehousing, and regulatory and product registration know-how, the JV will be well positioned to serve Mexico’s medical cannabis needs.

“The focus of the distribution strategy and market penetration is to serve the pharmaceutical consumer sector as preferred suppliers and consultants, providing on time and trustworthy data for the decision making needed for each customer of medicinal cannabis products, and establishing close relations with the ANADIM (National Associations of Medicinal Distributors) through actual members such as Grupo Farmaceutico de Tijuana S.A, among others,” stated Mr. Juan Salvador Sánchez, CEO of IMACO.

Mr. Sánchez continued, “We have been eagerly watching Canada legalize cannabis and look forward to Mexico following the same framework. I am impressed by Pivot’s suite of differentiated products, their experienced management, and proven ability to commercialize products. My company has a track record of bringing high quality consumer, OTC and prescription products to healthcare providers and customers. I am confident that Pivot’s products will be well received within our existing categories.”

Dr. Patrick Frankham, Pivot’s CEO, stated, “With this Joint Venture, Pivot continues to establish itself as an international player in the emerging cannabis industry. Sustainable, long-term growth will only be achieved if a company can consistently produce quality differentiated products and have global distribution with best-in-

class partners. I want to thank Mr. Sanchez for the trust that he has placed in Pivot to help bring our products to Mexican consumers.”

About Grupo Farmaceutico de Tijuana

Grupo Farmaceutico de Tijuana (“GFT”), was established in 1955 and is one of Mexico’s largest manufacturers and distributors of generics, has two distribution centers located in Tijuana and Mexico City, and reaches over 70,000 commercial customers including Costco, Walmart, Sam’s Club, and Circle-K, among others.

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