

AMENDING AGREEMENT

THIS AMENDING AGREEMENT (the “**Agreement**”) is made as of the 19th day of September, 2017.

AMONG:

BUFFALO CAPITAL INC., a corporation existing under the federal laws of Canada

(“**Buffalo**”)

AND:

WAVERLEY PHARMA INC., a corporation existing under the federal laws of Canada

(“**Waverley**”)

WHEREAS Buffalo and Waverley are parties to an amalgamation agreement dated as of August 8, 2017 (the “**Amalgamation Agreement**”);

AND WHEREAS each of Buffalo and Waverley desire to amend the Amalgamation Agreement as set forth in this Agreement;

NOW THEREFORE in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Sections 2.8, 3.1(a), 3.1(b), and 3.1(g) of the Amalgamation Agreement are hereby amended to replace the words “October 13, 2017” contained therein with the words “October 31, 2017”.
2. The Amalgamation Agreement and this Agreement shall together constitute and be read as one and the same written instrument. Except as otherwise amended by the foregoing, the provisions of the Amalgamation Agreement shall be and continue in full force and effect and are hereby confirmed as of the date hereof.
3. This Agreement is personal in nature and may not be assigned in whole or in part without the express written consent of the other parties hereto. This Agreement shall enure to the benefit of and be binding upon the parties and their respective successors and permitted assigns.

[Remainder of this page left blank intentionally]

4. This Agreement shall be governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein. The parties hereto acknowledge and agree that the courts of British Columbia shall have the exclusive jurisdiction with respect to any dispute or other matter arising hereunder.

IN WITNESS WHEREOF the Parties have executed this Agreement as of the date first written above.

BUFFALO CAPITAL INC.

per: "P. Marcus Enns" (signed)
P. Marcus Enns

WAVERLEY PHARMA INC.

per: "Albert D. Friesen" (signed)
Albert D. Friesen