

**FORM 62-103F1 - EARLY WARNING REPORT
FILED PURSUANT TO NATIONAL INSTRUMENT 62-103**

Item 1 – Security and Reporting Issuer

- 1.1 *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

Common shares and share purchase warrants of Kane Biotech Inc. (the “Issuer”), head office located at 162-196 Innovation Drive, Winnipeg, Manitoba, R3T 2N2.

- 1.2 *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

The report is filed in respect of the purchase of units of the Issuer pursuant to a non-brokered private placement (the “Offering”) which closed on July 17, 2017.

Item 2 – Identity of the Acquiror

- 2.1 *State the name and address of the acquiror.*

Philip Renaud (the “Acquiror”)
3rd Floor, Foxglove House
166 Piccadilly
London, England W1J 9EF

- 2.2 *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

On July 17, 2017, the Acquiror subscribed for and acquired 12,500,000 units of the Issuer, each unit comprised of one common share (“Share”) and one Share purchase warrant of the Issuer. Each Share purchase warrant expires 18 months from the date of its issuance (the “Expiry Date”) and entitles the holder to purchase one Share of the Issuer at a price of \$0.18 until the Expiry Date.

- 2.3 *State the names of any joint actors.*

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.*

The 12,500,000 Shares comprised in the units acquired by the Acquiror represent approximately 15.82% of the issued and outstanding Shares of the Issuer following the closing of the Offering.

- 3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.*

The Acquiror acquired ownership of the securities that are the subject of this report.

- 3.3 *If the transaction involved a securities lending arrangement, state that fact.*

Not applicable.

- 3.4 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

Prior to the closing of the Offering, the Acquiror and an entity over which the Acquiror exercises control owned 11,646,854 Shares representing approximately 25.54% of the issued and outstanding Shares of the Issuer. After completion of the Offering, the Acquiror and the entity over which the Acquiror exercises control now own 24,146,854 Shares representing approximately 30.56% of the current issued and outstanding Shares of the Issuer. The Acquiror is also the holder of 343,000 options to purchase Shares (the "Options") and 13,300,000 warrants to purchase Shares (the "Warrants"). If all of the Options and Warrants were exercised, the Acquiror and the entity over which he exercises control would own 37,789,854 common shares of the Issuer representing approximately 40.78% of the issued and outstanding Shares of the Issuer on a partially diluted basis following such exercises.

- 3.5 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

(a) *the acquiror, either alone or together with any joint actors, has ownership and control,*

Same as Item 3.4.

(b) *the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*

Not applicable.

(c) *the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

Not applicable.

- 3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

Not applicable.

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

Not applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not applicable.

Item 4 – Consideration Paid

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

The units were acquired at a price of \$0.12 per unit for a total subscription price of \$1,500,000.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

Not applicable.

- 4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) *the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*

The securities were acquired for investment purposes. In the future, additional securities of the Issuer may be acquired or disposed of, through the market, privately or otherwise, as circumstances of market conditions may warrant.

- (b) *a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*

Not applicable.

- (c) *a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*

Not applicable.

- (d) *a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*

Not applicable.

- (e) *a material change in the present capitalization or dividend policy of the reporting issuer;*
Not applicable.
- (f) *a material change in the reporting issuer's business or corporate structure;*
Not applicable.
- (g) *a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*
Not applicable.
- (h) *a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*
Not applicable.
- (i) *the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*
Not applicable.
- (j) *a solicitation of proxies from securityholders;*
Not applicable.
- (k) *an action similar to any of those enumerated above.*
Not applicable.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, as the Acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated as of the 19th day of July, 2017.

(s) Philip Renaud

Philip Renaud