

**Form 51-102F3
Material Change Report**

1. Name and Address of Company

Resverlogix Corp.
300, 4820 Richard Road SW
Calgary, AB T3E 6L1

2. Date of Material Change

December 7, 2017

3. News Release

December 4 and 7, 2017 via GlobeNewswire

4. Summary of Material Change

Resverlogix Corp. closed a private placement of 60,416,667 equity units to Shenzhen Hepalink Pharmaceutical Co. Ltd. at a price of \$1.44 per unit for gross proceeds of \$87 million and it used the proceeds of the private placement repay in full its \$68.8 million loan from an affiliate of Eastern Capital Limited.

5. Full Description of Material Change

Resverlogix Corp. ("**Resverlogix**" or the "**Company**") closed its previously announced private placement of 60,416,667 equity units to Shenzhen Hepalink Pharmaceutical Co. Ltd. ("**Hepalink**") at a price of \$1.44 per unit for gross proceeds of \$87 million. Each unit was comprised of one common share and 0.082759 of a common share purchase warrant. Each full warrant is exercisable at a price of \$1.64 per share for a period of four years from the closing of the offering.

After giving effect to the private placement, the Company has a total of 175,040,756 common shares issued and outstanding. Hepalink holds 75,020,000 common shares and 7,333,333 common share purchase warrants which represents 42.86 percent of the common shares outstanding before giving effect to any outstanding warrants and 45.16 percent of the outstanding common shares assuming the exercise by Hepalink of its warrants.

Subsequent to closing of the private placement, the Company repaid in full its \$68.8 million loan from Eastern Capital Limited that was due to mature on December 26, 2017. After giving effect to the loan repayment, the Company has no outstanding long-term debt.

Related Party Transaction Disclosure

The private placement to Hepalink was a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") as Hepalink is an insider of the Company. The Company relied on the "financial hardship" exemptions in sections 5.5(g) and 5.7(1)(e) of MI 61-101 from the minority shareholder approval and formal valuation requirements of MI 61-101, based on the board of directors of the Company having determined that the Company was in serious financial difficulty, the private placement was designed to improve the financial position of the Company and the terms of the private placement were reasonable in the circumstances of the Company. All of the directors approved the private placement, other than Mr. Shawn Lu, who declared his interest in the private placement as a representative of Hepalink and, accordingly, abstained from approving the private placement.

The private placement resulted in the percentage of common shares of the Company owned by Hepalink increasing from 12.74% (14.48% assuming exercise of warrants) to 42.86% (45.16% assuming exercise of warrants).

6. Reliance of subsection 7.1(2) of National Instrument 51-102

N/A

7. Omitted Information

N/A

8. Executive Officer

Donald J. McCaffrey, President and CEO
Telephone: (403) 254-9252

9. Date of Report

December 8, 2017