

**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**

August 29, 2018

**3. News Release**

August 30, 2018 via GlobeNewswire

**4. Summary of Material Change**

Resverlogix Corp. closed a private placement of approximately 10.4 million equity units at a price of \$2.50 per unit for gross proceeds of approximately \$26 million. Each unit was comprised of one common share and one-half ( $\frac{1}{2}$ ) of a common share purchase warrant. Each full warrant is exercisable at a price of \$3.00 per share for a period of three years.

**5. Full Description of Material Change**

Resverlogix Corp. (the "**Company**") closed a private placement of approximately 10.4 million equity units at a price of \$2.50 per unit for gross proceeds of approximately \$26 million (US\$20 million), based on an agreed discount to the 5-day volume weighted average price of the Company's shares between July 30 and August 3, 2018. Each unit was comprised of one common share and one-half ( $\frac{1}{2}$ ) of a common share purchase warrant. Each full warrant is exercisable at a price of \$3.00 per share for a period of three years from the closing of the private placement. The units are subject to a four-month hold period.

The net proceeds of the private placement will be used to fund research and development activities, including but not limited to, clinical trial activities related to the Company's Phase 3 BETonMACE trial, general and administrative expenses, repayment of debt, working capital needs and other general corporate purposes.

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

Not applicable

**7. Omitted Information**

Not applicable

**8. Executive Officer**

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

**9. Date of Report**

August 30, 2018

***Advisory Regarding Forward Looking Information***

*This material change report may contain certain forward-looking information as defined under applicable Canadian securities legislation, that are not based on historical fact, including without limitation statements containing the words "believes", "anticipates", "plans", "intends", "will", "should", "expects", "continue", "estimate", "forecasts" and other similar expressions. In particular, this material change report includes forward looking information relating to the use of proceeds of the private placement. Our actual results, events or developments could be materially different from those expressed or implied by these forward-looking statements. We can give no assurance that any of the events or expectations will occur or be realized. By their nature, forward-looking statements are subject to numerous assumptions and risk factors including those discussed in our Annual Information Form and most recent MD&A which are incorporated herein by reference and are available through SEDAR at [www.sedar.com](http://www.sedar.com). The forward-looking statements contained in this material change report are expressly qualified by this cautionary statement and are made as of the date hereof. The Company disclaims any intention and has no obligation or responsibility, except as required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*