MATERIAL CHANGE REPORT

S.75(2) OF THE SECURITIES ACT (ONTARIO)
S.118(1)(b) OF THE SECURITIES ACT (ALBERTA)
S.85 OF THE SECURITIES ACT (BRITISH COLUMBIA)
S.73 OF THE SECURITIES ACT (QUEBEC)
S.84(1)(b) OF THE SECURITIES ACT, 1988 (SASKATCHEWAN)
S.81(2) OF THE SECURITIES ACT (NOVA SCOTIA)
S.112 OF THE SECURITIES ACT (MANITOBA)
S.76(2) OF THE SECURITIES ACT (NEWFOUNDLAND)

1. Reporting Issuer

Livent Inc.
165 Avenue Road
Suite 600
Toronto, Ontario M5R 3S4

2. Date of Material Change

The effective date of the material change November 19, 1998.

3. Press Release

Two press releases were issued by Livent Inc. at Toronto on November 19, 1998. Copies of each of the press releases are attached hereto as Schedules "A" and "B".

4. Summary of the Material Change

Livent Inc. (the "**Company**" or "**Livent**") announced on November 19, 1998 that it had filed for protection under the *Companies' Creditors Arrangement Act* (CCAA) in Ontario Court (Commercial List). The filing was a supplementary action to the protections sought by Livent on November 18, 1998 under chapter 11 of the U.S. Bankruptcy Code.

Livent also announced on November 19, 1998 that it had received court approval for U.S.$5 million in short term Debtor-in-Possession financing provided by a group of its directors. Approval came at a hearing of the U.S. Bankruptcy Court for the Southern District of New York.

5. Full Description of Material Change

Please refer to Schedules "A" and "B".

6. Reliance on Confidentiality Provisions of Securities Legislation

Not Applicable.

7. Omitted Information

Not Applicable.

8. Senior Officer

Robert B. Webster, Executive Vice-President, is knowledgeable about the material change and the report and can be reached at (416) 324-5800.

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario, this 26th day of November, 1998.

LIVENT INC.

"David R. Maisel"

David R. Maisel
President

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THIS REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

Schedule "A"

LIVENT FILES FOR PROTECTION UNDER COMPANIES' CREDITORS ARRANGEMENT ACT IN TORONTO

Ernst & Young Approved as Monitor

TORONTO, ONTARIO and NEW YORK, NY, November 19, 1998 -- Livent Inc. today filed for protection under the Companies' Creditors Arrangement Act (CCAA) in Ontario Court (Commercial List) after approval by the Court of its application to file under CCAA. The filing was a supplementary action to the protections sought by Livent yesterday under Chapter 11 of the U.S. Bankruptcy Code.

The Ontario Court also approved appointment of Ernst & Young as monitor for Livent. A monitor, which is required under the CCAA, assumes reporting and other obligations to the Court and, through the Court, to the company's creditors.

The company has sought protection from its creditors in order to pursue a comprehensive financial restructuring. This became necessary as a result of the negative impact of the serious accounting irregularities and inappropriate business practices by former senior management which have been uncovered at the Company since August.

Livent Inc. is a leading producer of theatrical entertainment internationally, whose Broadway productions have collectively won 18 Tony Awards. Livent's newest musicals include *Parade*, a co-production with Lincoln Center Theater, which is in previews at the Vivian Beaumont Theater in New York and *Fosse*, now at the Ahmanson Theater in Los Angeles. Livent's critically acclaimed productions have included *Kiss of the Spider Woman* (1993), *Show Boat* (1995), *Barrymore* (1997), *Candide* (1997), and *Ragtime* (1998). In Toronto, Livent's production of Andrew Lloyd Webber's *The Phantom of the Opera* is in its tenth year at the Pantages Theater.

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CONTACT:

Don Nathan or Jim Badenhausen 212/484-7782

Schedule "B"

LIVENT OBTAINS $5 MILLION SHORT TERM DIP FINANCING

NEW YORK, NY and TORONTO, ONTARIO, November 19, 1998 -- Livent Inc. announced today that it had received court approval for US$5 million in short term Debtor-in-Possession (DIP) financing provided by a group of its directors. Approval came at a hearing of the U.S. Bankruptcy Court for the Southern District of New York.

The approved funds are intended to address the company's short term financial needs. Livent's management believes that a substantially larger DIP facility is required by the end of the month for a successful reorganization. On November 18, Livent filed for reorganization under Chapter 11 of the U.S. Bankruptcy Code.

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