

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. **Name and Address of Company:**

Kane Biotech Inc. (the "Company")
162 – 196 Innovation Drive
Winnipeg, Manitoba R3T 2N2

2. **Date of Material Change:**

November 10th, 2014

3. **News Release:**

The Company issued a press release regarding the material change on November 10th, 2014, a copy of which is attached hereto.

4. **Summary of Material Change:**

Kane Biotech Inc. (TSX-V:KNE) (the "Corporation") today announced an amendment to the terms of the previous announced non-brokered private placement offering of units ("Units") of the Corporation (the "Offering").

5. **Full Description Of Material Change:**

See attached Schedule "A".

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:**

Not Applicable.

7. **Omitted Information:**

Not Applicable.

8. **Executive Officer:**

Gord Froehlich, President and CEO
Tel: (204) 477-7592

DATED at Winnipeg, Manitoba this 12th day of November, 2014.

KANE BIOTECH INC.

Per: "Gord Froehlich"
Gord Froehlich, CEO

SCHEDULE “A”

Kane Biotech Announces Amendment to Private Placement Offering

WINNIPEG, Manitoba – November 10, 2014 – Kane Biotech Inc. (TSX-V:KNE) (the “Corporation”) today announced an amendment to the terms of the previous announced non-brokered private placement offering of units (“Units”) of the Corporation (the “Offering”). The Corporation has determined to amend the terms of the Offering to provide that up to 24,000,000 Units will be offered at a price of \$0.05 per Unit for gross proceeds of up to \$1,200,000. Each Unit will be comprised of one common share of the Corporation (a “Share”) and one Share purchase warrant (a “Warrant”). Each Warrant shall entitle the holder thereof to purchase one Share at a price of \$0.06 per Share for a period of 18 months from the date of issuance of the Warrant. All other terms of the Offering shall remain the same.

It is anticipated that approximately 12,000,000 of the Units offered pursuant to the Offering will be purchased by directors, officers and significant shareholders of the Corporation.

The net proceeds of the Offering will be used for the Corporation’s research and development program and for working capital purposes.

The Offering is subject to receipt of all necessary approvals, including the approval of the TSX Venture Exchange.

About Kane Biotech Inc.

Kane Biotech is a biotechnology company engaged in the development of products to prevent and disperse biofilms. Biofilms develop when bacteria, and other microorganisms, form a protective matrix that acts as a shield against attack. When in a biofilm, bacteria become highly resistant to antibiotics, biocides, disinfectants, high temperatures and host immune responses. This resiliency contributes to human health problems such as recurrent urinary tract infections, medical device associated infections and tooth decay.

Kane Biotech uses a patent protected technology based on molecular mechanisms of biofilm formation and methods for finding compounds that inhibit or disrupt biofilms. The Corporation has evidence that this technology has potential to significantly improve the ability to prevent and/or destroy biofilms in several medical and industrial applications.

For more information, please contact:

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of the contents of this press release.

Caution Regarding Forward-Looking Information

Certain statements contained in this press release constitute forward-looking information within the meaning of applicable Canadian provincial securities legislation (collectively, “forward-looking statements”). These forward-looking statements relate to, among other things, our objectives, goals, targets, strategies, intentions, plans, beliefs, estimates and outlook, including, without limitation, our anticipated future operating results, and can, in some cases, be identified by the use of words such as “believe,” “anticipate,” “expect,” “intend,” “plan,” “will,” “may” and other similar expressions. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements.

These statements reflect management's current beliefs and are based on information currently available to management. Certain material factors or assumptions are applied in making forward-looking statements, and actual results may differ materially from those expressed or implied in such statements. Important factors that could cause actual results to differ materially from these expectations include, among other things: the Corporation's early stage of development, lack of product revenues and history of operating losses, uncertainties related to clinical trials and product development, rapid technological change, uncertainties related to forecasts, competition, potential product liability, additional financing requirements and access to capital, unproven markets, supply of raw materials, income tax matters, management of growth, partnerships for development and commercialization of technology, effects of insurers' willingness to pay for products, system failures, dependence on key personnel, foreign currency risk, risks related to regulatory matters and risks related to intellectual property and other risks detailed from time to time in the Corporation's filings with Canadian securities regulatory authorities, as well as the Corporation's ability to anticipate and manage the risks associated with the foregoing. The Corporation cautions that the foregoing list of important factors that may affect future results is not exhaustive. When relying on the Corporation's forward-looking statements to make decisions with respect to the Corporation's, investors and others should carefully consider the foregoing factors and other uncertainties and potential events.

These risks and uncertainties should be considered carefully and prospective investors should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this press release are based upon what management believes to be reasonable assumptions, the Corporation cannot provide assurance that actual results will be consistent with these forward-looking statements. The Corporation undertakes no obligation to update or revise any forward-looking statement.