FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Knight Therapeutics Inc. (“Knight”)
376 Victoria Avenue, suite 220
Westmount, Québec
H3Z 1C3

Item 2 Date of Material Change

October 28, 2014

Item 3 News Release

A press release was disseminated by Marketwired on October 28, 2014 from Montréal, Québec.

Item 4 Summary of Material Change

Knight announced an investment of CAD$30 million into Teralys Capital Innovation Fund LP ("Teralys Fund") for preferred access to Canadian product rights.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On October 28, 2014, Knight announced that it had invested CAD$30 million into Teralys Fund. This investment in another proven successful life science fund complements Knight's USD$13 million investment in Sectoral and EUR19.5 million investment in Forbion.

Teralys Fund is managed by Teralys Capital ("Teralys"). Teralys is the largest venture capital fund of funds manager dedicated to technologies and life sciences in Canada, having CAD$1.3 billion in assets under management with a significant focus on the North American life sciences sector.

These three funds have combined assets under management in healthcare of approximately CAD$5 billion and have ability and motivating incentives to leverage their existing relationships with key life science companies to help secure Canadian product rights for Knight. Knight has committed approximately $70 million of the $130 million it intends to invest into this strategy.

5.2 Disclosure for Restructuring Transactions

N/A

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Jeffrey Kadanoff, P.Eng., MBA
Chief Financial Officer
(514) 484-4831

Item 9 Date of Report

October 29, 2014