

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

A2 Acquisition Corp. (“A2” or the “Corporation”)  
2440 Kensington Road NW  
Calgary, AB T2N 3S1

**2. Date of Material Change**

November 8, 2016

**3. News Release**

A press release was disseminated on November 8, 2016 via marketwired.

**4. Summary of Material Change**

The Corporation Announce Proposed Transaction

**5.1 Full Description of Material Change**

A2 announced that it has entered into a non-binding letter of intent (the “LOI”) with an arm’s length private clinical stage, immuno-oncology company. Pursuant to the LOI, the Corporation, subject to entering into a definitive agreement (the “Transaction Agreement”), has agreed to combine with the private company by way of share exchange, merger, amalgamation, arrangement, or other similar form of transaction (the “Transaction”). The Transaction is an arm’s length transaction and, when completed, may be considered to be the Qualifying Transaction for the purposes of the TSX Venture Exchange Inc. (“TSXV”). The Corporation has requested its common shares (“Shares”) be halted by the TSXV pending review of materials for the Transaction.

Trading in A2 Shares on the TSXV is halted and will remain so until the documentation required by the TSXV has been reviewed and accepted by the TSXV.

**5.2 Disclosure for Restructuring Transactions**

Not Applicable.

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

Not Applicable.

**7. Omitted Information**

None

**8. Executive Officer**

The name of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Gino DeMichele  
President, CEO & CFO  
Phone: 403-680-7898  
Email: gd@a2capital.com

9. **Date of Report**

November 14, 2016