CRESCITA THERAPEUTICS INC.

MATERIAL CHANGE REPORT FORM
51-102F3

Item 1. Name and Address of Corporation

Crescita Therapeutics Inc.
7560 Airport Road, Unit 10
Mississauga, Ontario
L4T 4H4

Item 2. Date of Material Change

February 2, 2018.

Item 3. News Release

A news release was disseminated on February 2, 2018 via CNW.

Item 4. Summary of Material Change

Crescita Therapeutics Inc. (the "**Company**") announced that it will be offering rights to holders of common shares of the Company ("**Common Shares**") as of 5:00 p.m. on February 7, 2018 (the "**Record Date**") on the basis of one right for each Common Share held (the "**Rights Offering**").

Item 5. 5.1 Full Description of Material Change

The Company announced that it will be offering rights to holders of Common on the basis of one right for each Common Share held. Two rights will entitle holders ("**Eligible Holders**") of Common Shares resident in a province or territory of Canada (the "**Eligible Jurisdictions**") to subscribe for one Common Share of the Company upon payment of the subscription price of $0.53 per Common Share.

If a registered shareholder is resident outside of Canada (an "**Ineligible Holder**") and holds Common Shares for the benefit of a beneficial owner resident in an Eligible Jurisdiction, the Ineligible Holder may be able to exercise the rights issued in respect of such Common Shares for the benefit of the beneficial owner provided that the Ineligible Holder notifies AST Trust Company (Canada) (the "**Depositary**") of their desire to exercise such rights and delivers to the Depositary, prior to 4:00 p.m. (Toronto time) on February 28, 2018, evidence satisfactory to the Company, in its sole discretion, that the beneficial owner is resident in an Eligible Jurisdiction and satisfying the Company that such subscription is lawful and in compliance with all securities and other applicable laws.

A registered shareholder that is an Ineligible Holder may be able to exercise the rights issued in respect of the Common Shares held by such Ineligible Holder provided that the Ineligible Holder notifies the Depositary of their desire to exercise such rights and delivers to the Depositary prior to 4:00 p.m. (Toronto time) on February 28, 2018, evidence satisfactory to the Company, in its sole discretion, that such Ineligible Holder is entitled to receive, own and exercise the rights and that the distribution to, and exercise by, such person of such rights is not unlawful and is exempt from any prospectus or similar filing requirement under the laws applicable to such person or the laws of such person's place of residence and does not require obtaining any approvals of a regulatory authority in such person's place of residence.

If all of the rights issued under the rights offering are validly exercised, there will be 21,004,809 Common Shares outstanding and the Rights Offering will raise gross proceeds of approximately $3.7 million.

Holders of Common Shares at 5:00 p.m. on the Record Date will be entitled to rights under the rights offering. The rights will expire at 4:00 p.m. (Toronto time) on March 9, 2018 (the "**Expiry Time**"), after which time unexercised rights will be void and of no value.

Shareholders who fully exercise their rights will be entitled to subscribe for additional Common Shares, if available as a result of unexercised rights prior to the Expiry Time, subject to certain limitations set out in the Company's rights offering circular. The Company expects to close the Rights Offering promptly following the Expiry Time.

Details of the Rights Offering are set out in the rights offering notice and rights offering circular which are be available on the Company's website and under the Company's profile at www.sedar.com. The rights offering notice will be mailed to each registered Eligible Holder as at the Record Date. Registered Eligible Holders who wish to exercise their rights must forward the completed rights certificate, together with the applicable funds, to the Depositary on or before the Expiry Time. Shareholders who own their Common Shares through an intermediary, such as a bank, trust company, securities dealer or broker, will receive materials and instructions from their intermediary.

The Rights, and the Common Shares issuable upon the exercise of the Rights, will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") and may not be offered or sold in the United States or to U.S. Persons, as defined in Regulation S under the U.S. Securities Act. Accordingly, subscriptions will not be accepted from any shareholder who is a U.S. Person or resident in the United States.

Funds raised through the Rights Offering will be used for working capital and to provide additional sources of financing for potential business development initiatives.

The Company has obtained irrevocable commitments from certain shareholders to subscribe for the number of Common Shares having an aggregate subscription price of $2,060,000 (the "**Backstop Commitment**"). No fees will be paid in connection with the Backstop Commitments.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

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

Daniel Chicoine – Executive Chairman & Interim Chief Executive Officer
Tel: (905) 673-4295

Item 9. Date of Report

February 7, 2018

Advisory Regarding Forward-Looking Statements

The foregoing contains forward-looking statements. All statements, other than statements of historical fact, that address activities, events or developments that we believe, expect or anticipate will or may occur in the future are forward-looking statements. These forward-looking statements reflect our current expectations or beliefs based on information currently available to us. Forward-looking statements in the forgoing include, without limitation, statements with respect to: the Company's future level of working capital, the availability to the Company of potential business development opportunities and strategic transactions, our expectations regarding the estimated costs of the rights offering and the net proceeds to be available upon completion; the use of proceeds from the rights offering; and the availability of funds from sources other than the rights offering.

Forward-looking statements are subject to a number of risks and uncertainties that may cause the Company's actual results to differ materially from those discussed in the forward-looking statements and, even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things, uncertainties relating to closing of the rights offering and any commitments, the impact on the issuance of additional Common Shares prior to the expiry of the rights offering, the trading of the rights, the value of the rights, our ability to cancel the offering, delays in obtaining or failure to obtain required approvals to complete the rights offering, the ability of the backstop purchasers to waive conditions to completion of the Backstop Commitments, market risks in the business operated by us, and other risks related to our business and the Rights Offering.

Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward- looking statement, whether as a result of new information, future events or results or otherwise. Although we believe that the assumptions inherent in the forward-looking statements are reasonable, forward- looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty.