

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

Name of CNSX Issuer: Pivotal Therapeutics Inc. (the "Issuer").

Trading Symbol: PVO

Issued and Outstanding Securities of the Issuer Prior to Transaction: 91,916,277

Date of News Release Fully Disclosing the Transaction: June 11, 2014

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Contract to provide investor relations services, including but not limited to outreach, disclosure and capital market support. The term of the contract commenced June 11, 2014 and will continue until August 11, 2014. Unless either Company or Contractor, on or prior to August 11, 2014 sends a written notice to the other party that it does not wish to renew this Agreement, following the end of the Initial Term, this Agreement will renew automatically for 30 day periods. Please refer to Schedule A for a complete listing of the services to be provided.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: \$7,500 per month.

(b) Cash: \$7,500 per month.

(c) Other: N/A.

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

- (d) Work commitments: Please refer to Schedule A for a complete listing of the services to be provided. _____ .
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc): Arm's-length negotiation _____ .
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: N/A _____ .
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A _____ .
6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A _____ .
- (b) Cash N/A _____ .
- (c) Other N/A _____ .
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A _____ .
8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A _____ .

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: N/A

3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated: June 25, 2014

Rachelle MacSweeney

Name of Director or Senior
Officer

"Rachelle MacSweeney"

Signature

President & COO

Official Capacity

SCHEDULE A – Investor Relation Services

Services

During the Term, Contractor will provide outsourced investor relations services to Company including:

Outreach

- Strategic counseling, positioning and messaging
- Sell-side analyst targeting and ongoing relationship management
- Institutional investor targeting and ongoing relations
- Retail broker and individual investor relations
- Institutional sales desk relations
- Presentation deck creation and management speech drafting
- Annual shareholder meeting preparation and event management (if applicable)
- Analyst-day meeting preparation and management
- Investment community perception audits
- Non-deal roadshow, investor conference and investor one-on-one support
- Crisis communications management
- Financial/business media relations and outreach
- Continuous BioTuesdays.com Briefs coverage of all material news releases and analyst actions
- A target of two, but no fewer than one “on-demand” Tuesday Feature on BioTuesdays.com (to be driven by key Company events/milestones) per calendar year
- Corporate/IR website content monitoring and management

Disclosure

- Monitoring and reporting of issues, changes and trends with respect to stock market regulatory compliance
- Press release drafting and dissemination management

- Investor conference call/webcast scripts and Q&A preparation assistance
- Annual report drafting and design/production management

Capital Markets

- Capital markets strategy development
- Investment bank relationship/assignment management
- Follow-on offering support (market education and preparation, prospectus review, roadshow presentation creation, prospective investor DD follow-up)
- M&A support (market intelligence, messaging, internal communications, integration communications, DD assistance)
- Proxy solicitation support if required (market intelligence, messaging)