

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: PVO

Date: September 15, 2014

1. New Options Granted:

Date of Grant: September 12, 2014

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Prakash Gowd	Officer	Yes	500,000	\$0.20	September 12, 2019	500,000
2345264 Ontario Ltd.	Consultant	No	500,000	\$0.20	September 12, 2019	500,000

Total Number of optioned shares proposed for acceptance: 1,000,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Jason Yantha	300,000	\$0.10	January 11, 2011	January 11, 2016
DAG Consulting Corporation	300,000	\$0.10	January 11, 2011	January 11, 2016
Catherine Mahut	50,000	\$0.10	February 7, 2011	February 7, 2016
Hans-Michael Dosch	50,000	\$0.10	February 7, 2011	February 7, 2016
Bruce Holub	50,000	\$0.10	February 7, 2011	February 7, 2016
Donald D. B. McGimpsey	50,000	\$0.10	February 7, 2011	February 7, 2016
Ken Yurichuk	100,000	\$0.10	March 10, 2011	March 10, 2016
Rear Admiral [Ret.] James J. Carey	99,000	\$0.10	March 10, 2011	March 10, 2016
Giuseppe Simeone	100,000	\$0.10	March 10, 2011	March 10, 2016
Angela Bortoluzzi	50,000	\$0.10	March 10, 2011	March 10, 2016
Eric Stanton	50,000	\$0.10	March 10, 2011	March 10, 2016
Gord Peterson	250,000	\$0.10	March 10, 2011	March 10, 2016
Paul Kerth	250,000	\$0.10	March 10, 2011	March 10, 2016
Jason Yantha	100,000	\$0.45	May 24, 2011	May 24, 2016
George Jackowski	500,000	\$0.45	May 24, 2011	May 24, 2016
Eugene Bortoluzzi	500,000	\$0.45	May 24, 2011	May 24, 2016
Rachelle MacSweeney	500,000	\$0.45	May 24, 2011	May 24, 2016
The Shoreham Group, LLC	100,000	\$0.30	August 18, 2011	August 18, 2016
John Gebhardt	50,000	\$0.30	August 26, 2011	August 26, 2016
James Carey	250,000	\$0.30	August 26, 2011	August 26, 2016
Giuseppe Simeone	250,000	\$0.30	August 26, 2011	August 26, 2016
John Gebhardt	100,000	\$0.25	November 22, 2011	November 22, 2016
Adraak Consulting Services Inc.	100,000	\$0.25	November 22, 2011	November 22, 2016
John Gebhardt	200,000	\$0.29	March 29, 2012	March 29, 2017
George Jackowski	500,000	\$0.20	March 14, 2014	March 14, 2019
Eugenio Bortoluzzi	500,000	\$0.20	March 14, 2014	March 14, 2019
Rachelle MacSweeney	500,000	\$0.20	March 14, 2014	March 14, 2019
James Carey	250,000	\$0.20	March 14, 2014	March 14, 2019
Giuseppe Simeone	250,000	\$0.20	March 14, 2014	March 14, 2019
John Gebhardt	250,000	\$0.20	March 14, 2014	March 14, 2019
Adraak Consulting Services Inc.	200,000	\$0.20	March 14, 2014	March 14, 2019
Jason Yantha	25,000	\$0.20	March 14, 2014	March 14, 2019

Angela Bortoluzzi	25,000	\$0.20	March 14, 2014	March 14, 2019
Paul Kerth	125,000	\$0.20	March 14, 2014	March 14, 2019
Gord Peterson	100,000	\$0.20	March 14, 2014	March 14, 2019
Phoenix Healthcare LLC	200,000	\$0.20	March 14, 2014	March 14, 2019
Kristine DiMatteo	100,000	\$0.20	March 14, 2014	March 14, 2019
Shaker Srouji	100,000	\$0.20	March 14, 2014	March 14, 2019
Neven Bozvoic	100,000	\$0.20	March 14, 2014	March 14, 2019
Dr. Sigmund Kulesa	100,000	\$0.20	March 14, 2014	March 14, 2019
Frederic Greenberg	500,000	\$0.20	March 14, 2014	March 14, 2019
George Jackowski	500,000	\$0.20	April 7, 2014	April 7, 2019
Eugenio Bortoluzzi	500,000	\$0.20	April 7, 2014	April 7, 2019
Rachelle MacSweeney	500,000	\$0.20	April 7, 2014	April 7, 2019
James Carey	251,000	\$0.20	April 7, 2014	April 7, 2019
Giuseppe Simeone	250,000	\$0.20	April 7, 2014	April 7, 2019
John Gebhardt	250,000	\$0.20	April 7, 2014	April 7, 2019
Adraak Consulting Services Inc.	200,000	\$0.20	April 7, 2014	April 7, 2019
Jason Yantha	50,000	\$0.20	April 7, 2014	April 7, 2019
Azhar Alvi	100,000	\$0.20	April 7, 2014	April 7, 2019
Paul Kerth	125,000	\$0.20	April 7, 2014	April 7, 2019
Gord Peterson	100,000	\$0.20	April 7, 2014	April 7, 2019
Henry Solis	50,000	\$0.20	April 7, 2014	April 7, 2019
Barbara Osso	50,000	\$0.20	April 7, 2014	April 7, 2019
Sabah Shaikh	100,000	\$0.20	April 7, 2014	April 7, 2019
Habeebah Shaikh	100,000	\$0.20	April 7, 2014	April 7, 2019
Kristine DiMatteo	100,000	\$0.20	April 7, 2014	April 7, 2019
Shaker Srouji	100,000	\$0.20	April 7, 2014	April 7, 2019
Neven Bozvoic	100,000	\$0.20	April 7, 2014	April 7, 2019
Crossover Healthcare Fund, LLC	250,000	\$0.20	April 7, 2014	April 7, 2019

Total: 11,850,000

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.**

No shareholder approval was required for the grant of the options. Prior approval of the stock option plan occurred March 10, 2011.

- (b) State the date of the news release announcing the grant of options.**

September 15, 2014

- (c) State the total issued and outstanding share capital at the date of grant or amendment.**

91,916,277 as at September 12, 2014

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.**

14% of issued shares

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.**

The number of remaining shares reserved for issuance under the stock option plan is 937,441 shares.

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.**

Not Applicable

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.**

None

4. 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. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. 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).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated September 15, 2014

Rachelle MacSweeney
Name of Director or Senior
Officer

"Rachelle MacSweeney"
Signature

President
Official Capacity