



**Notice of Annual General
and
Special Meeting of Shareholders**

TO BE HELD TUESDAY, MAY 14, 2019 AT 1:00 P.M. (ET)

**at
2805 PLACE LOUIS-R-RENAUD, LAVAL, QUÉBEC.**

RECORD DATE: MONDAY, MARCH 18, 2019

PROXY CUT-OFF DATE AND TIME
NO LATER THAN 5:00 P.M. (ET) ON FRIDAY, MAY 10, 2019

CRESCITA THERAPEUTICS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of **CRESCITA THERAPEUTICS INC.** (the “**Corporation**”) will be held on Tuesday, May 14, 2019 at 1:00 p.m. (ET) at 2805 Place Louis-R-Renaud, Laval, Québec for the following purposes:

- (1) to receive the audited financial statements of the Corporation for the fiscal year ended December 31, 2018, together with the auditors’ report thereon;
- (2) to elect directors of the Corporation for the ensuing year;
- (3) to appoint auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
- (4) to consider, and, if thought advisable, to approve, with or without variation, an ordinary resolution (the full text of which is reproduced as Schedule A to the accompanying Management Information Circular), as more particularly set out in the Management Information Circular accompanying this Notice, approving certain amendments to and the continuation of the Corporation’s Shareholder Rights Plan; and
- (5) to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The Corporation is using “Notice and Access” delivery to furnish proxy materials to shareholders over the internet. The Corporation believes that this delivery process will expedite shareholders’ receipt of proxy materials and lower the cost and reduce the environmental impact of the Meeting. On or about March 28, 2019, shareholders will be sent a Notice and Access Notification containing instructions on how to access proxy materials for the fiscal year ended December 31, 2018. The Notice and Access Notification also includes instructions on how to receive a paper copy of the proxy materials by mail. The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

DATED at Mississauga, Ontario this 18th day of March, 2019.

BY ORDER OF THE BOARD OF DIRECTORS



Daniel Chicoine
Executive Chairman

Shareholders who are unable to attend the Meeting in person are entitled to be represented at the Meeting by proxy and are requested to complete, date, sign and return the enclosed form of proxy to the Transfer Agent of the Corporation, AST Trust Company (Canada), Proxy Department, P.O. Box. 721, Agincourt, Ontario, Toronto, Ontario M1S 0A1, or by fax: 1-866-781-3111, or by email: proxyvote@astfinancial.com no later than 5:00 p.m. (ET) on Friday, May 10, 2019 or in the case of any adjournment of the Meeting, no later than 5:00 p.m. (ET), on the business day immediately preceding the date of such adjournment.

CRESCITA THERAPEUTICS INC.

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This Management Information Circular (the “Circular”) is provided in connection with the solicitation of proxies by the management of Crescita Therapeutics Inc. (the “Corporation” or “Crescita”) for use at the Annual General and Special Meeting of Shareholders of the Corporation (the “Meeting”) to be held on Tuesday, May 14, 2019 at 1:00 p.m. (ET) at 2805 Place Louis-R-Renaud, Laval, Québec and at any adjournment or adjournments thereof, for the purposes set forth in the accompanying Notice of Meeting.

Notice and Access

National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102, *Continuous Disclosure Obligations* allow for the use of the notice and access system for the delivery to shareholders of certain information, including notice of meeting, Circular, annual financial statements and management’s discussion and analysis (collectively, the “Meeting Materials”) by reporting issuers.

Under the notice and access system, reporting issuers are permitted to deliver the Meeting Materials by posting them on SEDAR at www.sedar.com as well as a website other than SEDAR and sending a notice package to shareholders that includes: (i) the relevant form of proxy or voting instruction form; (ii) basic information about the meeting and the matters to be voted on; (iii) instructions on how to obtain a paper copy of the Meeting Materials; and (iv) a plain-language explanation of how the notice and access system operates and how the Meeting Materials can be accessed online.

Crescita has decided to use the Notice and Access rules adopted by Canadian securities regulators to reduce the volume of paper in the materials distributed for the Meeting. Instead of receiving the Circular with the form of proxy or voting instruction form, shareholders will receive a Notice and Access Notification with instructions for accessing the Meeting Materials online. Crescita sent the Notice and Access Notification and proxy form directly to registered shareholders, and the Notice and Access Notification and voting instruction form were sent to beneficial owners indirectly through Broadridge Investor Communications Solutions Canada as well through Intermediaries (defined below).

This Circular and other Meeting Materials are available via the internet on the Canadian Securities Administrators’ web site at www.sedar.com and on the Corporation’s website at www.crescitatherapeutics.com/investors/agm/.

If you would like to receive a paper copy of the current materials by mail, you must request one. There is no charge to you for requesting a copy. Registered shareholders may call AST Trust Company (Canada) toll free at 1-888-433-6443 within North America or 1-416-682-3801 outside North America or send an email to fulfilment@astfinancial.com to request a paper copy of the materials for the Meeting. Beneficial shareholders may request a paper copy of the materials by calling Broadridge Investor Communications Solutions Canada, toll-free at 1-877-907-7643 within North America or 1-905-507-5450 outside North America and entering the control number as indicated on the Notice of Meeting.

To ensure you receive the Meeting Materials in advance of the voting deadline and Meeting date, all requests for paper copies must be received not later than 5:00 p.m. on Monday, May 1, 2019. If you do request the current materials, please note that another voting instruction form or proxy form will not be sent; please retain the one received with the Notice of Meeting for voting purposes.

To obtain paper copies of the materials after the meeting date, please contact Crescita by sending an email to the Corporation’s investor relations department at ir@crescitatx.com or by calling 1-800-361-0352.

The Corporation will bear the cost of soliciting proxies. The solicitation of proxies for the Meeting will be made using the notice and access mechanism, but proxies may also be solicited by mail and the directors, officers or regular employees of the Corporation may solicit proxies personally, by telephone or by fax. None of these individuals will receive any extra compensation for such efforts. The Corporation may cause a soliciting dealer group to be formed for the purposes of soliciting proxies for the Meeting, for which the Corporation would pay customary fees. **The solicitation of proxies by this Circular is being made by or on behalf of management of the Corporation.** None of these individuals will receive any extra compensation for such efforts. The Corporation will reimburse banks, trust companies, brokerage firms and other custodians, nominees and fiduciaries (“**Intermediaries**”) for any reasonable expenses incurred in sending proxy material to beneficial owners of shares and requesting authority to execute proxies. Proxy-related materials will be sent by the Corporation to Intermediaries and not directly to non-registered beneficial shareholders. The Corporation intends to pay for Intermediaries to deliver proxy-related materials to objecting beneficial owners in accordance with National Instrument 54-101.

Copies of the Corporation’s latest Annual Information Form, the Consolidated Audited Financial Statements of the Corporation for the fiscal year ended December 31, 2018 together with the report of the auditors, the Management’s Discussion and Analysis of the Corporation’s financial condition and results of operations for the fiscal year ended December 31, 2018, and this Circular are available upon request from the Corporation without charge to the security holder.

The information contained herein is given as of March 18th, 2019, except where otherwise noted.

FORWARD LOOKING INFORMATION

Certain statements in this Circular constitute forward-looking information and/or forward-looking statements (collectively, “forward-looking statements”) within the meaning of applicable securities laws. Forward-looking statements include, but are not limited to, statements concerning the Corporation’s future objectives, strategies to achieve those objectives, as well as statements with respect to management’s beliefs, plans, estimates and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking statements generally can be identified by the use of forward-looking terminology such as “outlook”, “objective”, “may”, “will”, “expect”, “intend”, “estimate”, “anticipate”, “believe”, “should”, “plans” or “continue”, or similar expressions suggesting future outcomes or events. Such forward-looking statements reflect management’s current beliefs and are based on information currently available to management. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements. Factors that could cause such differences include general business and economic uncertainties and adverse market conditions as well as other risk factors included in the Corporation’s Annual Information Form for the year ended December 31, 2018 and as described from time to time in the reports and disclosure documents filed by the Corporation with Canadian securities regulatory agencies and commissions. This list is not exhaustive of the factors that may impact the Corporation’s forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Corporation’s forward-looking statements. As a result of the foregoing and other factors, there can be no assurance that actual results will be consistent with these forward-looking statements, and neither the Corporation nor any other person assumes responsibility for the accuracy and completeness of these forward-looking statements. All forward-looking statements in this Circular are qualified by these cautionary statements. The forward-looking statements contained herein are made as of the date of this Circular and except as required by applicable law, the Corporation undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

APPOINTMENT AND REVOCATION OF PROXIES

Registered Holders

A registered shareholder is a shareholder who holds common shares of the Corporation (“**Common Shares**”) in his, her or its own name (that is, not in the name of, or through a securities market intermediary).

A registered shareholder may attend the Meeting and cast one vote for each Common Share registered in the name of such registered shareholder on any and all resolutions put before the Meeting. A registered shareholder who is unable to attend the Meeting, or does not wish to personally cast his, her or its vote(s), may authorize another person at the Meeting to vote on his, her or its behalf. This is known as voting by proxy. The form of proxy sent to shareholders may be used by registered shareholders to authorize another person to vote on their behalf at the Meeting.

The persons named in the form of proxy are directors or officers of the Corporation. A shareholder of the Corporation who wishes to appoint some other person to represent him, her or it at the Meeting may do so by striking out the names of the persons specified in the form of proxy and inserting the name of the person to be appointed in the blank space so provided.

To be valid, completed proxies must be delivered to the transfer agent of the Corporation, AST Trust Company (Canada), Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1, or by fax: 1-866-781-3111, or by email: proxyvote@astfinancial.com no later than 5:00 p.m. (ET) on Friday, May 10, 2019 or in the case of any adjournment of the Meeting, no later than 5:00 p.m. (ET) on the business day immediately preceding the date of such adjournment, or to the Chairperson of the meeting at any time prior to the commencement of the meeting or any adjournment thereof. The Chairperson of the meeting has the right to accept or reject any late proxies, or to waive or extend the proxy deadline, with or without notice, but is under no obligation to accept or reject any particular late proxy.

A registered shareholder who executes and returns a form of proxy may revoke it by depositing an instrument in writing executed by such shareholder or such shareholder’s attorney authorized in writing at the head office of the Corporation, 2805 Place Louis-R Renaud, Laval, QC, H7V 0A3, Attention: Serge Verreault, President and Chief Executive Officer, at any time up to and including the last business day preceding the Meeting or any adjournment thereof or by depositing such instrument in writing with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law. The Chairperson of the meeting has the right to accept or reject any late proxies, or to waive or extend the proxy deadline, with or without notice, but is under no obligation to accept or reject any particular late proxy.

Non-Registered Holders

Information set forth in this section is very important to persons who hold Common Shares other than in their own names or through an Intermediary. Only registered holders of Common Shares, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a holder (a “**Non-Registered Holder**”) are registered either:

- (a) in the name of an Intermediary that the Non-Registered Holder deals with in respect of the shares;
or
- (b) in the name of a depository (a “**Depository**” such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant.

Such Intermediary is the registered holder of the Non-Registered Holder’s Common Shares and is the entity legally entitled to vote these shares at the Meeting. In order for a Non-Registered Holder to vote their Common Shares at the Meeting, they must carefully follow the procedures and instructions received from the Intermediary.

In accordance with the “notice and access” requirements of Canadian securities law, Crescita has distributed the Notice and Access Notification to Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the meeting materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with the Corporation c/o AST Trust Company (Canada), Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1, or by fax: 1-866-781-3111 (toll-free within North America) or +1-416-368-2505 outside Canada or the U.S., or by email: proxyvote@astfinancial.com, as described above; or
- (b) more typically, be given a voting instruction form which must be completed and signed by the Non-Registered Holder and returned to the Intermediary in accordance with the directions on the voting instruction form (which may in some cases permit the completion of the voting instruction form by telephone or online).

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Although Non-Registered Holders may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of an Intermediary, a Non-Registered Holder may attend the Meeting as proxy holder for the registered shareholder (i.e. the Intermediary) and vote their Common Shares in that capacity. A Non-Registered Holder who wishes to attend and vote at the Meeting in person and indirectly vote his or her Common Shares as proxy holder for the registered holder (or have another person attend and vote on behalf of the registered holder), should strike out the names of the persons named in the proxy and insert the name of the Non-Registered Holder in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. ***In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies.***

VOTING AND EXERCISE OF DISCRETION BY PROXIES

All properly executed forms of proxy, not previously revoked, will be voted or withheld from voting at the Meeting in accordance with the instructions contained therein on any ballot that may be called for. **Forms of proxy containing no instructions regarding the matters specified therein will be voted in favour of such matters. In the event, not presently anticipated, that any other matter is brought before the Meeting and is submitted to a vote, the form of proxy may be voted in accordance with the judgment of the persons named therein.** The form of proxy also confers discretionary authority in respect of amendments to or variations in all matters that may properly come before the Meeting.

Record Date

The Board of Directors of the Corporation has fixed **Monday, March 18, 2019** as the record date (the “**Record Date**”) for determining the shareholders entitled to receive notice of the Meeting and, accordingly, only shareholders of record on the Record Date are entitled to receive notice of and vote at the Meeting.

Interest of Certain Persons in Matters to be Acted Upon

Other than with respect to the election of directors and participation in the Corporation’s Share Incentive Plan (as defined herein), none of the Corporation’s directors or senior officers, or any associate or controlled corporation of any such person has any direct or indirect material interest in any of the matters to be acted upon at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

As of the Record Date, the Corporation had 21,016,059 Common Shares outstanding, each carrying one vote.

To the knowledge of the directors and officers of the Corporation, as of the Record Date, the only persons or companies that beneficially owns, directly or indirectly, or exercises control or direction over securities, which carry more than 10% of the voting rights attached to the outstanding Common Shares is Knight Therapeutics Inc. (“**Knight**”) – 2,834,689 Common Shares, representing 13.5% of the outstanding common shares of the Corporation.

BUSINESS TO BE TRANSACTED AT THE MEETING

Financial Statements and Auditors’ Report

Management, on behalf of the Board of Directors, will submit to the shareholders at the Meeting the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2018, and the report of the auditors thereon, but no vote by the shareholders with respect thereto is required or proposed to be taken. The audited consolidated financial statements and Auditors’ report form part of the Report to Shareholders for the fiscal year ended December 31, 2018 which is being mailed to those shareholders that have requested such materials with the Notice and this Circular and which is available at www.sedar.com.

Election of Directors

Majority Voting

The Board of Directors adopted a majority voting policy for director elections, as amended by the Board of Directors on May 8, 2018, that applies at any meeting of shareholders where an “uncontested election” of directors is held. Pursuant to this policy, if the number of proxy votes withheld for a particular director nominee is greater than the votes for such director, the director nominee will be required to submit his or her resignation to the Board of Directors. Following the receipt of a director’s resignation, the Compensation, Corporate Governance and Nominating Committee (“**CCGNC**”) will consider whether or not to recommend to the Board of Directors that such offer of resignation be accepted. Absent exceptional circumstances, the CCGNC will be expected to recommend that the Board of Directors accept the resignation. Within 90 days following the Corporation’s meeting of shareholders, the Board of Directors will make its decision. Absent exceptional circumstances, the Board of Directors will accept the director’s resignation. Following promptly after such decision is made, the Board of Directors will disclose its decision and the reasons for rejecting the resignation, if applicable, via press release, a copy of which will be provided to the Toronto Stock Exchange. A director who tenders his or her resignation pursuant to this majority voting policy will not be permitted to participate in or attend any meeting of the Board of Directors or the CCGNC at which the registration is considered, except where necessary to satisfy quorum requirements, in which case the subject director will not speak or otherwise participate in the meeting.

Voting for Individual Directors

The Board of Directors has adopted an individual director voting policy. Under this policy, shareholders will be asked to vote for each individual director rather than a slate of directors. The persons named in the enclosed form of proxy intend to vote for the election of each of the six nominees to the Board of Directors whose names are set forth below.

Management does not contemplate that any of the nominees will be unable to serve as a director; if that should occur for any reason at or prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee at their discretion. Each director elected will hold office until the next annual meeting or until his successor is elected or appointed.

Advance Notice Provision

Pursuant to the advance notice provision contained in Article Three of the Corporation's By-Law Number 1 (the "**By-Laws**"), approved by shareholders in 2018, Shareholders who wish to nominate directors to the Board of Directors must submit a notice of such nominations (along with certain other prescribed information) to the Corporation prior to any annual or special meeting of shareholders where Directors are to be elected. The By-Laws allow the Corporation and its shareholders to receive adequate prior notice of director nominations, as well as sufficient information on all of the nominees. The purpose of the By-Laws is not to discourage shareholder nominations, but rather to facilitate an organized and efficient meeting process. This ensures that all shareholders, including those voting by proxy, receive adequate notice of the nominations and have an opportunity to register an informed vote having been afforded a reasonable amount of time for consideration.

In the case of an annual and special meeting of shareholders (such as the Meeting), notice to the Corporation of a proposed nominee must be provided not less than 30 days and not more than 65 days prior to the date of the annual meeting. Accordingly, the deadline for a shareholder to nominate an individual for election as a director of the Corporation at the Meeting is April 12, 2019. The full text of the By-Law is available on the Corporation's website at www.crescitatherapeutics.com/investors/corporate-governance/.

Incorporation by Reference

In order to provide its shareholders with disclosure that is as complete as possible while at the same time streamlining the disclosure contained in this Circular to make it as accessible as possible for readers, Crescita has provided the full text of key governance documents in Crescita's 2019 Annual Information Form and has incorporated those documents by reference where appropriate in the disclosure in this Circular. The documents in question may be found as Schedules to Crescita's 2019 Annual Information Form which was filed with the Canadian securities regulatory authorities and which is available at www.sedar.com and on Crescita's web site at www.crescitatherapeutics.com/investors/financial-reporting/. A copy of the 2019 Annual Information Form will be provided promptly to shareholders upon request.

Directors Proposed for Election

The following table sets forth the names of all persons proposed to be nominated by management for election as a director of the Corporation, all positions and offices with the Corporation currently held by them, if applicable, their principal occupations or employment, the point in time at which they became directors of the Corporation and the number of Common Shares and convertible securities of the Corporation beneficially owned, directly or indirectly, by each of them or over which each of them exercises control or direction as of **March 18, 2019**. In addition, the table sets forth the membership and role of each director to the Corporation's CCGNC and Audit Committee.

Name and Residence	Principal Occupation	Director Since	Committee Membership and Role	Number of Common Shares Beneficially Owned
Daniel N. Chicoine Ontario, Canada	Executive Chairman of the Board of the Corporation	2016	n/a	1,045,477
David A. Copeland ⁽¹⁾ Ontario, Canada	Private Business Investor	2016	Audit, CCGNC	95,427
Anthony E. Dobranowski Ontario, Canada	Private Business Investor	2016	Audit, Chair of CCGNC Lead Director	89,904
John C. London ⁽¹⁾ Ontario, Canada	Vice Chairman Nuvo Pharmaceuticals Inc.	2016	n/a	193,522
Thomas Schlader Québec, Canada	Private Business Investor	2016	CCGNC	36,681
Dr. Jean-François Tremblay Québec, Canada	Dermatologist, Medical Director at MédIME	New director proposed for election	n/a	nil

(1) John London and David Copeland were directors of MTB Industries Inc. ("MTB") until May 1, 2009 when they both resigned. MTB filed for court appointed receivership on May 5, 2009.

As of December 31, 2018, the Board of Directors consisted of six directors, the majority of whom were independent under applicable securities laws. Samira Sakhia chose not to stand for re-election to the Board of Directors. The Board of Directors thanks Ms. Sakhia for her service as a director of the Corporation and her contribution to Crescita's success. Mrs. Sakhia was the Chair of the Corporation's Audit Committee for the 2018 fiscal year.

Each of the nominated directors of the Corporation has been engaged for more than five years in his or her present principal occupation or in other capacities with the corporation or organization (or predecessor thereof) in which he or she currently holds his or her principal occupation, with the exception of Mr. Daniel Chicoine who from 2009 to 2016 was the Chairman and co-Chief Executive Officer of Nuvo Research Inc., ("Nuvo").

Below are brief biographies for the six directors proposed to be nominated by management for election as director, the majority of whom are independent under applicable securities laws.

Daniel N. Chicoine

Mr. Chicoine has been a Crescita director since March 1, 2016. Mr. Chicoine currently serves as the Corporation's Executive Chairman where he oversees the investor relations, business development and strategic planning functions. Until April 1, 2018, Mr. Chicoine also served as Crescita's Interim Chief Executive Officer, at which time he was succeeded by Mr. Verreault. Mr. Chicoine has also been a Nuvo Director since March 2016 and has been a member of its Audit Committee since March 1, 2019. Previously, Mr. Chicoine served as Nuvo's Chairman and Co-CEO and was actively involved in its day-to-day operations since 2004. From 2001 to 2004, Mr. Chicoine served as the Chief Financial Officer at Cosma International, Magna's body and chassis systems group. Mr. Chicoine served as the President of PowerCart Systems Inc., a Markham-based private company that designs and manufactures battery-equipped workstations that power devices with wireless communication capability. Previously, Mr. Chicoine served as Vice Chairman in charge of sales at Triam Automotive Inc. From 1982 to 1993, Mr. Chicoine held various positions at the Magna group of companies, including President and Chief Executive Officer of Atoma International Inc. Mr. Chicoine is a graduate of the University of Toronto in commerce and is a Chartered Professional Accountant.

David A. Copeland

Mr. Copeland has been a director of Crescita and a member of the Audit Committee and the Corporate Governance, Compensation & Nominating Committee since March 2016. Mr. Copeland was the former President and Chief Operating Officer of Triam Automotive Inc., an automobile parts supplier. From 1984 to 1992, Mr. Copeland held a number of senior management positions at Magna International Inc. including Chief Financial Officer of Magna and Chief Executive Officer of the Cosma Group of Magna. Mr. Copeland has been an advisor, investor and director in a number of private early stage companies since 1998. His background includes a focus on business valuation and mergers and acquisitions. Mr. Copeland is Nuvo Pharma's Lead Director and a member of the Audit Committee since 2004. He was the chair of Nuvo Pharma's Audit Committee until February 2016 and assumed this role again in May 2017. Mr. Copeland is a Chartered Professional Accountant and holds a Bachelor of Mathematics from the University of Waterloo.

Anthony E. Dobranowski

Mr. Dobranowski is Crescita's Lead Director, Chair of the CCGNC and a member of the Audit Committee since March 2016. Mr. Dobranowski retired from Magna International Inc., a global automotive parts supplier in 2007. During his employment with Magna, Mr. Dobranowski was most recently a Vice President of Magna, and prior to that held various executive positions (Vice Chairman, President and CFO) at Tesma International Inc., a publicly traded Magna subsidiary. He was instrumental in the initial public offering of Tesma in 1995, and was involved in all aspects of Tesma's growth, with particular emphasis on financing, investor relations and M&A activity. Prior to that, Mr. Dobranowski held various senior management positions with other Magna companies. Mr. Dobranowski has been a director of Nuvo Pharma and member of its Audit Committee and Corporate Governance, Compensation & Nominating Committee since 2004. Mr. Dobranowski is a Chartered Professional Accountant and holds Bachelor of Science and Master of Business Administration degrees from the University of Toronto.

John C. London

Mr. London has been a Crescita director since March, 2016. He has over 30 years of experience managing a wide variety of public and private businesses. Mr. London was Vice Chairman (2005-2009) and then President and Co-CEO (2009-2016) of Nuvo, now Nuvo Pharma, a fully integrated specialty pharmaceutical company with a diverse portfolio of development stage and commercialized products for pain and topical indications. As an executive management team leader, Mr. London directed Nuvo's growth from a company with no FDA approved products and over \$50M of debt to one with 4 FDA approved products, no debt and over \$50M of cash. In 2016, Mr. London became the President and CEO of Nuvo Pharma when Nuvo spun out its development stage assets to a separate public company, Crescita Therapeutics, so that it could focus on maximizing the value of its commercial stage assets. In November 2017, Mr. London became Executive Chairman of Nuvo Pharma and in January 2019 assumed the role of Vice Chairman. Mr. London

is a graduate of the University of Western Ontario law school and holds a Masters of Law Degree from University College London.

Thomas Schlader

Mr. Schlader is a private business investor and brings 35 years of experience in the pharmaceutical and healthcare industries, gained in senior strategic roles including marketing, sales and business development. He has worked on numerous company/asset acquisition integrations and managed, in different capacities, the development, launch and commercialization of a wide range of healthcare products in multiple therapeutic areas. Mr. Schlader's most recent position was President of Valeant Canada, which under his leadership grew to become one of the largest pharmaceutical companies in Canada focused on dermatology and skin care. During his tenure at Valeant, and in addition to his leadership of the Canadian affiliate, Mr. Schlader took responsibility for a year of Valeant's U.S. supply chain and neurology business. Prior to joining Valeant, Mr. Schlader held senior marketing, sales and business development positions with Merck Frosst, the Quebec Government, Rhone Poulenc Rorer and IAF Biovac. Mr. Schlader is a graduate of Laval University with a degree in Science. Mr. Schlader also served for 10 years on the Advisory Board to the MBA program at John Molson School of Business.

Dr. Jean-François Tremblay

Dr. Jean-Francois Tremblay, MD, CM, FRCPC, FAACS, completed his degree in medicine at McGill University and his residency in dermatology at the Université de Montréal. Dr. Tremblay then acquired a fellowship in cosmetic surgery and skin cancer surgery at the UCLA in California. Dr. Tremblay is affiliated with the dermatological surgery unit at the CHUM's Hôtel Dieu hospital in Montreal, QC. He is also co-founder of the MédIME aesthetics clinic located in Montreal's Sanctuaire complex. Dr. Tremblay has acquired recognized expertise through his clinical practice and research in the fields of skin rejuvenation, laser technology, facial surgery and liposuction. Although he is often invited to speak at both national and international conferences, his main focus remains his clinical aesthetic practice and his patients. Dr. Tremblay is a member in good standing of the following organizations: Fellow of the Royal College of Physicians and Surgeons of Canada (Dermatology), Fellow of the American Academy of Cosmetic Surgery, Fellow of the American Academy of Dermatology, degree-holding, Fellow of the American College of Mohs Surgery and Cutaneous Oncology, and a Member of the American Society for Laser Medicine and Surgery.

Appointment of Auditors

At the Meeting, shareholders will be asked to reappoint Ernst & Young LLP as the auditors of the Corporation (the "**Auditors**"), based on the recommendations of the Audit Committee and the Board of Directors. Ernst & Young LLP was appointed as the Auditors by the Audit Committee and the Board of Directors on March 1, 2016. The persons named in the accompanying form of proxy will, in the absence of specific instructions to withhold from voting on the proxy, vote for the appointment of Ernst & Young LLP as the Auditors of the Corporation to hold office until the next annual meeting of shareholders of the Corporation and to authorize the Audit Committee of the Board of Directors to fix the Auditors' remuneration.

Special Business

See the proposal to approve certain amendments to and the continuation of the Corporation's Shareholder Rights Plan (the "**Rights Plan**") below under the heading "*Special Business*".

INTERESTS IN MATERIAL TRANSACTIONS

To the knowledge of the Corporation, other than as disclosed elsewhere in this Circular, no director or officer of the Corporation, any subsidiary or any insider, nominee director, shareholder owning more than 10% of the Common Shares, or any associate or affiliate of any of the foregoing has had any interest in any transaction since the commencement of the Corporation's last financial year or in any proposed transaction that has materially affected or would materially affect the Corporation or any of its subsidiaries.

REPORT OF THE COMPENSATION, CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

The CCGNC is responsible for advising Crescita's Board of Directors in relation to, and overseeing, compensation matters, the nomination of directors, and corporate governance matters. The CCGNC is comprised entirely of independent directors.

For 2018, the CCGNC was comprised of Anthony Dobranowski, David Copeland and Thomas Schlader.

The Board of Directors recognizes the importance of appointing knowledgeable and experienced individuals to this Committee. Each of the members of the CCGNC has significant experience in executive compensation and risk management acquired over time as senior leaders of complex organizations or through their prior and current membership on the CCGNC, or on other boards and committees. Specifically, Mr. Dobranowski is a Canadian Chartered Professional Accountant, has participated in governance courses periodically and has served as a senior executive in a number of organizations that have reviewed executive compensation and management incentive plans; Mr. Copeland is a Canadian Chartered Professional Accountant, has participated in governance courses periodically and has served as a senior executive in a number of organizations that have reviewed executive compensation and management incentive plans; and Mr. Schlader has served as a senior leader in a number of organizations that have reviewed executive compensation and management incentive plans.

The CCGNC's mandate is set out in the CCGNC Charter approved by the Board of Directors which is incorporated by reference and may be found as Schedule 4 to Crescita's 2019 Annual Information Form.

Responsibilities included in the CCGNC's mandate that relate to nominating directors and overseeing corporate governance matters are set out below under the heading "*Statement of Corporate Governance*".

Responsibilities included in the CCGNC's mandate that relate to compensation matters include:

- To develop a compensation structure for the Board of Directors and senior management, including salaries, annual and long-term incentive ("LTI") plans and equity compensation plans involving share options, share issuances and share unit awards;
- To review the compensation and performance of senior management at least annually with a view to maintaining a compensation program for senior management at a fair and competitive level, consistent with the best interests of the Corporation; and
- To review periodically the compensation of directors in order to ensure, among other things, that their compensation appropriately reflects the responsibilities they are assuming.

In discharging its mandate related to compensation matters, the CCGNC has the authority to retain and receive advice from outside advisors. No such advisors were retained, and no such consulting fees were paid for the years ending December 31, 2018 or 2017.

The CCGNC had indicated in earlier disclosure that it had planned to undertake a complete review of the Corporation's executive compensation policy including benchmarking the compensation paid to the Corporation's three most highly compensated executive officers or other individuals acting in a similar capacity but the committee elected to postpone the review to a later time.

CCGNC STATEMENT ON EXECUTIVE COMPENSATION

The compensation of the Corporation's chief executive officer ("CEO"), chief financial officer ("CFO") and each of the other named executive officers (the "Named Executive Officers" or "NEOs") is set out in detail below.

The NEOs of the Corporation for the year ended December 31, 2018 were: (i) Daniel Chicoine, Executive Chairman of the Board; (ii) Serge Verreault, President and Chief Executive Officer; (iii) Jose DaRocha, Chief Financial Officer; (iv) Wade Hull, Vice-President, Research & Development; (v) Alain Dugal, Vice-President, Manufacturing and Logistics; and (vi) Isabelle Villeneuve, Vice-President, Strategy, Innovation and Quality.

Mr. Daniel Chicoine served as Crescita's Interim CEO and Chairman of the Board until April 2, 2018 at which time he was succeeded by Mr. Serge Verreault. Mr. Chicoine remains employed with Crescita in a senior executive advisory role to ensure the orderly transition to Mr. Verreault and to provide guidance and advice to executive management. As at the date of this Circular, Mr. Chicoine continues to serve as Crescita's Executive Chairman of the Board.

The Compensation Discussion and Analysis below describes and explains the significant elements of compensation awarded to, earned by, paid to, or payable to the NEOs for the year ended December 31, 2018.

Compensation Discussion and Analysis

Objective of the Compensation Program

Crescita's compensation policy is designed to encourage, compensate and reward employees on the basis of individual and corporate performance, both in the short and long-term. Compensation is directly tied to corporate and individual performance. The level of remuneration, including annual and long-term compensation, for each NEO at this stage of the Corporation's development is determined by the level of responsibility, level of experience and the importance of the position to the Corporation, all with a view to being consistent with industry norms.

The Share Incentive Plan, including options to acquire Crescita common shares, is designed to give each optionee an interest in preserving and maximizing shareholder value in the longer term, to enable the Corporation to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance.

In the view of the CCGNC, options and other LTIs, the value of which is related to the Corporation's share price, align the interests of executive officers with the longer term interests of shareholders. In determining the number of Common Shares subject to each option or other form of LTI, the CCGNC gives consideration to the individual's present and potential future contribution to the success of the Corporation.

The Board of Directors, on the basis of the advice of the CCGNC, periodically identifies the principal risks of the Corporation's business and ensures the implementation of appropriate systems and controls to manage those risks. This includes risks associated with the Corporation's compensation practices. The Board of Directors and the CCGNC do not believe that the Corporation's compensation practices are such as to encourage an executive officer to take inappropriate or excessive risks, and no particular risks have been identified at this time as arising from the Corporation's compensation practices that are reasonably likely to have a material adverse effect on the Corporation.

The CCGNC endeavors to design the compensation program to ensure that the executive officers do not take unnecessary or excessive risks that could harm the long-term value of the Corporation. The following components of the compensation program discourage the executive officers from taking unnecessary or excessive risks:

- Base salaries are sufficiently competitive and are not subject to significant performance risk;
- Compensation includes components based on the achievement of a combination of short and long-term objectives approved by the CCGNC and the Board of Directors;
- The vesting period of equity-based LTI awards is generally three years in length or longer;
- The annual incentive-based awards and performance-based equity awards are contingent on achieving objectives approved by the CCGNC and the Board of Directors.

What the Compensation Program is Designed to Reward

The compensation plans and programs are designed to constitute an adequate reward for services rendered as well as an incentive for the senior management team to implement both short-term and long-term strategies aimed at creating economic value for the Corporation, increasing share value, and balancing risk management.

Crescita follows an annual business planning process that identifies annual corporate and departmental goals which are reviewed and approved by the Board of Directors. The executive management team's performance, including the performance of the NEOs, is reviewed relative to the achievement of those goals.

Elements of the Compensation Program, Determination of Amounts for each Element, Rationale for Amounts of each Element

The major elements of the Corporation's executive compensation program are (i) base salary, (ii) annual incentive awards based on achieving corporate and individual objectives approved by the CCGNC and the Board of Directors and (iii) LTI awards, which consist of options and shares issued pursuant to the Share Incentive Plan.

In addition, the Corporation provides the NEOs with a package of medical benefits, the cost of which is partially paid for by the NEOs, and a car allowance.

The compensation policies and guidelines for the NEOs were initially developed, in part, with assistance from external consultants and were reviewed and approved by the CCGNC and the Board of Directors. The Board of Directors has discretion, at the end of each fiscal year, when determining amounts payable, the timing of payments as well as the form of payment, to increase, decrease, or defer the payment of any annual incentive awards that otherwise might be earned during the year based on achievement of Corporate Objectives taking into consideration movement in the stock price and the financial position of the Corporation.

Determining compensation levels

The CCGNC applies the following process in determining the level of compensation for Crescita's senior executive as well as the contribution of each type of compensation to the executive's overall compensation:

- To ensure competitiveness, the compensation awarded to NEOs and other senior executives is, from time to time, compared to compensation for comparative companies and was initially determined and historically based on benchmark data provided by external consultants. No external consultants were retained for the 2017 and 2018 fiscal years to provide formal compensation benchmarks. For this reason the CCGNC and Board of Directors have not approved significant market-based adjustments in compensation for those fiscal years. The changes in executive compensation reflected in the Summary Compensation Table below reflect the CEO transition event discussed below.

- Target pay positioning for the NEOs and other senior executives has historically been based on the initial benchmarking data approximately as follows :
 - Base Salary – 25th to 50th percentile
 - Annual Incentive Awards – 50th percentile
 - LTI Awards – 50th percentile

Base Salary

Base salaries for the NEOs and other senior executives are set within a range established on the basis of the level of responsibility of the executive relative to other positions in the Corporation as well as the experience and knowledge of the executive, with a view to market competitiveness for the performance of their core duties.

Salary levels are determined primarily based on the CCGNC's assessment of the nature of the position and contribution of each NEO. When establishing base salaries for the NEOs, the CCGNC considers market data for comparable organizations as a way to estimate what the Corporation would have to pay to recruit executive officers with the required qualifications and experience. The most recent formal benchmarking exercise based on data obtained from external consultants was for the 2016 fiscal year.

The Board of Directors and the CCGNC believe that the modest pace of inflation and the financial and strategic position of the Corporation in terms of the execution of its growth strategy did not warrant refreshing formal compensation benchmarks for the 2017 and 2018 fiscal years.

The CCGNC plans to undertake a complete review of the Corporation's executive compensation policy including benchmarking the compensation paid to the Corporation's NEO's on the basis of data to be obtained from external compensation consultants in the near to medium term. Pending a full review, the CCGNC evaluates the position held by each NEO, based on the recommendations provided by the CEO, as well as data gathered directly by the CCGNC and the Crescita management team, in order to determine whether a higher or lower positioning is justified.

CEO Transition

On April 2, 2018 Mr. Serge Verreault succeeded Mr. Daniel Chicoine as Crescita's CEO. Mr. Chicoine remains employed with Crescita in a senior executive advisory capacity as the Corporation's Executive Chairman in order to ensure the orderly transition of the chief executive officer role to Mr. Verreault and to provide guidance and advice to Crescita's executive management in the near term.

The base salaries for Mr. Verreault and Mr. Chicoine as disclosed in the Summary Compensation Table below reflect the transition in their roles and responsibilities. The increase in Mr. Verreault's base salary from \$250,000 to \$300,000 in 2018 reflects the increase in his responsibilities as a result of his promotion to President and Chief Executive Officer and is effective as of April 2, 2018.

In the case of Mr. Chicoine, his base salary increased from \$415,000 to \$450,000 in 2018 to reflect the additional contribution required of him in facilitating the leadership transition. As part of his transition agreement, Mr. Chicoine is not eligible to participate in any executive short and long-term incentive compensation programs offered to other members of executive management. Mr. Chicoine is only eligible to receive annual stock option awards in his capacity as a non-management director. Commencing in the second quarter of 2019, as the Board of Directors is satisfied that the transition in the chief executive officer role is progressing, it is anticipated that Mr. Chicoine's time commitment to management of the Corporation and his compensation as an executive officer will decrease proportionally.

Annual Incentive Awards

The Corporation's executive compensation program provides our senior executives, including our NEOs, with the opportunity to earn annual incentive awards, paid in cash, based on achieving certain financial targets and strategic priorities, together referred to as "**Corporate Objectives**". Annual incentive awards are designed to increase alignment with the Corporation's strategic and operational goals. Every NEO has a pre-established target and a maximum bonus, based on his or her position and responsibilities, which reflect both corporate and individual performance against pre-established Corporate Objectives approved by the Board of Directors. Each NEO's established target payout is expressed as a percentage of base salary.

The Corporation adopted Adjusted Earnings before Interest, Income Taxes, Depreciation and Amortization ("**Adjusted EBITDA**") as a key financial metric used by senior management and shareholders to assess its performance. Adjusted EBITDA is a non-IFRS measure and is defined as such in our MD&A: earnings (loss) from continuing operations before interest, income taxes, depreciation and amortization, gain on settlement, other income, equity-settled stock-based compensation ("SBC"), gain on debt renegotiations, goodwill and intangible assets impairment, accretion on the fair value of inventory and foreign currency gains (losses), as applicable.

For purposes of determining the achievement of objectives and payouts under the Annual Incentive Plan, management uses Adjusted EBITDA with a further adjustment to remove the amount of the management bonus accrual and defines this measure as "**Bonus Adjusted EBITDA**". Management believes that this metric focuses our NEO's on delivering revenue growth as well as improving the Corporation's bottom line to create shareholder value over time.

During the 2018 fiscal year, the CCGNC reviewed the methodology used to calculate the Annual Incentive Award to include a multiplying factor based on the achievement of Bonus Adjusted EBITDA. This change was made in order to better align individual objectives to those of the Corporation and to reward NEOs not only for the achievement of their individual objectives but also their contribution toward improving Crescita's bottom line, and ultimately creating lasting shareholder value. The addition of the Bonus Adjusted EBITDA factor was also designed to temper the bonus payout should the Corporation not meet its financial growth targets.

The Bonus Adjusted EBITDA objective is applied to the target bonus in the following way: for every tranche of \$100,000 in underachieving the Bonus Adjusted EBITDA objective, the target bonus is decreased by 5%. For every tranche of \$100,000 in overachieving the Bonus Adjusted EBITDA objective, the target bonus is increased by 5%, up to a maximum of two times the target bonus.

The annual corporate objectives of the Corporation as well as the annual individual objectives for executive officers and NEO's are presented to the CCGNC early in the fiscal year as part of the Corporation's annual planning process and regular progress updates are provided to the CCGNC by the CEO during the year. Following the completion of the fiscal year, the CEO presents to the CCGNC, an evaluation of corporate and individual performance against the Corporate Objectives, as well as the recommended incentive plan payments for each of his direct reports. The Board of Directors, on recommendation of the CCGNC, has final approval of the amounts paid to the CEO and his direct reports under the Annual Incentive Plan.

The table below outlines the Corporate Objectives for 2018 that were established by management and approved by the CCGNC and the Board of Directors, as well as the performance achievement levels approved by the Board of Directors on March 20, 2019 as recommended by the CCGNC.

	Corporate Objectives	Weighting (%)	Target Achievement (%)	Resulting Payout (%)	Comments
1.	Strategic Business Development Transactions	25%	nil	nil	Not achieved in fiscal 2018. See narrative below.
2.	Increase CMO Business above fiscal 2017 level	25%	100%	25%	Achieved
3.	Acquire and/or In/Out-license non-Rx products	25%	100%	25%	Achieved
4.	Equity Financing	15%	100%	15%	Raised \$3.5 million in net equity financings through Rights Offering.
5.	Conclude favourably on a historical liability owing under a previous acquisition concluded in 2016	10%	100%	10%	Achieved
Total		100%		75%	

The first corporate objective represents a strategic business development priority which was not achieved in fiscal 2018 due to circumstances management believes to be beyond its control. The CCGNC, after having considered and reviewed all pertinent factors, agreed to defer its assessment of this objective to June 30, 2019, to afford management the time required to execute these transactions. Accordingly, the NEO compensation table does not reflect incentive amounts associated with this objective, the financial impact of which, will be reflected as part of 2019 compensation. As at the date of this Circular, management believes, based on all available information, that these transactions will close within the revised timeframe.

Applying the Bonus Adjusted EBITDA Factor

The Bonus Adjusted EBITDA objective for 2018 was to improve the Corporation's Bonus Adjusted EBITDA to \$(1.6) million. For the year ended December 31, 2018, management attained a positive Bonus Adjusted EBITDA of \$1.9 million, representing a substantial gain, and resulting in the maximum overachievement factor of two times the target bonus.

The resulting payout percentages under the Annual Incentive Award for each of the NEOs are reflected in the Summary Compensation Table below.

Name	Corporate (50% of Total)	Individual (50% of Total)	Total Payout (%)	Adjusted EBITDA Factor	Bonus Payout as % of Target ⁽⁴⁾
Daniel Chicoine ⁽¹⁾	n/a	n/a	n/a	n/a	n/a
Serge Verreault ^{(2) (4)}	75.0%	nil ⁽²⁾	75.0%	2	150.0%
Jose DaRocha ^{(3) (4)}	37.5%	42.5%	80.0%	2	160.0%
Wade Hull ^{(3) (4)}	37.5%	35.0%	72.5%	2	145.0%
Alain Dugal ^{(3) (4)}	37.5%	27.5%	65.0%	2	130.0%
Isabelle Villeneuve ^{(3) (4)}	37.5%	50.0%	87.5%	2	175.0%

(1) Under his amended employment agreement, Mr. Chicoine is not entitled to any annual bonus or long-term incentive compensation in the form of stock options or other equity-based compensation effective January 1, 2018 with the exception of those granted to him in his capacity as a non-management Director of the Corporation.

(2) Mr. Verreault's payout is entirely based on the achievement of Corporate Objectives.

(3) For Mr. DaRocha, Mr. Hull, Mr. Dugal and Mrs. Villeneuve, Corporate and Individual objectives were weighted equally (50% each) in the calculation of bonus payout percentage

(4) Please refer to the Summary Compensation Table found on p.21 for the dollar amounts corresponding to each NEO's Bonus payout percentage.

Long-Term Incentive Awards

The Corporation's LTI awards are granted through the Corporation's Share Incentive Plan (the "**Share Incentive Plan**").

Share Incentive Plan

The Share Incentive Plan consists of i) the share option plan (the "**Share Option Plan**"), ii) the share bonus plan (the "**Share Bonus Plan**"), and iii) the share purchase plan (the "**Share Purchase Plan**"). The Board of Directors believes that the Share Incentive Plan is a key component of compensation and seeks to integrate compensation incentives with the development and successful execution of strategic and operating plans. The Share Incentive Plan is designed to support the achievement of the Corporation's performance objectives and to ensure that the NEOs' interests are aligned with the long-term success of the Corporation. The Share Incentive Plan is administered by the Board of Directors based on recommendations of the CCGNC.

As the Share Incentive Plan is a "rolling and reloading plan" whereby the maximum number of securities issuable is set as a fixed percentage of the issuer's outstanding securities from time to time. In this way, the Share Incentive Plan provides for the replenishment of the number of securities reserved when awards are exercised and as the issued share capital increases over time. The Toronto Stock Exchange (the "**TSX**") requires that rolling and reloading plan receive shareholder approval at the Corporation's annual meeting every three years. The Share Incentive Plan was initially approved by shareholders in 2016 and was renewed with the approval of shareholders at the 2018 Annual and General Meeting.

The maximum number of Common Shares that may be issued under the Share Incentive Plan is a fixed maximum percentage of 15% of the outstanding Common Shares from time to time (being 3,152,408 Common Shares as at the date of this Circular) provided that the maximum number of Common Shares that may be issued under the Share Bonus Plan may not exceed 344,610 Common Shares which is equal to 3% of the number of Common Shares outstanding immediately following the completion of the reorganization that led to the establishment of the Corporation on March 1, 2016, the ("**Reorganization**").

Share Option Plan

Under the Share Option Plan, options for the purchase of Common Shares may be granted to officers, employees, consultants and directors of the Corporation and designated affiliates. Options are granted at the discretion of the Board of Directors (provided that the aggregate number of Common Shares reserved for issuance to any one person upon the exercise of options shall not exceed 5% of the issued and outstanding Common Shares). To the extent Options have been exercised, terminated or surrendered, new Options may be granted in respect thereof because of the rolling and reloading nature of the Plan.

In determining the number of Common Shares subject to each option, consideration is given to the individual's recent and expected contribution to the success of the Corporation and its affiliates and the number and timing of options previously granted to the individual. The exercise price per share may not be less than the closing price of the Common Shares trading on the TSX on the last trading day immediately preceding the day the option is granted.

Pursuant to the Share Option Plan, each option has a term of not more than ten years, and, unless otherwise agreed to by the Board of Directors, becomes exercisable as to 25% of the Common Shares subject to it, on a cumulative basis, at the end of each of the first, second, third and fourth years following the date of grant. Prior to March 29, 2017, options granted to the Board of Directors vested over three years.

If a participant (a "**Participant**") in the Share Option Plan were to die, any option held by such Participant at the date of his or her death becomes immediately exercisable by the person to whom the rights of the option pass in accordance with the terms of the Participant's will or the laws of succession. No rights under the Share Option Plan and no option awarded pursuant thereto are assignable or transferable by any Participant other than pursuant to a will or by the laws of succession. If a Participant ceases to be a director,

consultant or employee of the Corporation, as the case may be, for any reason (other than death) (such event being a “**Termination**”), except as otherwise provided in an employment contract, consulting agreement or directors’ resolution, such Participant may, but only within 60 days following Termination, exercise his or her options to the extent such Participant was entitled to exercise such options at the date of such Termination.

Share Bonus Plan

The Share Bonus Plan permits Common Shares to be issued by the Corporation as a discretionary bonus to the officers, certain employees and directors of the Corporation, as well as designated affiliates. Persons who perform services for the Corporation are also eligible to receive shares in lieu of cash compensation. The vesting provisions for the Common Shares granted pursuant to the Share Bonus Plan are determined by the Board of Directors at the time of grant.

Share Purchase Plan

The officers and certain employees of the Corporation or designated affiliates thereof who have been providing services to the Corporation or a designated affiliate for at least 12 consecutive months (or less than 12 months if waived by the CCGNC) are entitled to contribute up to 10% of their annual base salary to the Share Purchase Plan. The Corporation matches each participant’s contribution by issuing Common Shares, having a value equal to the aggregate amount contributed by the participating employee, to such participating employee. Common Shares are issued under the Share Purchase Plan at the weighted average price of the Common Shares on the TSX for the calendar quarter in respect of which such Common Shares are being issued. If a participant ceases to be employed by, or provide service to, the Corporation or its affiliates, any portion of the participant’s contribution that has not been used to acquire Common Shares is be paid to the participant, any portion of the Corporation’s contribution that has not been used to acquire Common Shares is paid to the Corporation, and any Common Shares held by the Corporation for the benefit of the participant are released to the participant in accordance with the terms of the Share Purchase Plan. During the 2018 fiscal year, no shares were issued under the Share Purchase Plan, and therefore the cost to Crescita of matching the participants’ contributions was nil.

Rights held by NEOs under the Nuvo Research Inc. Share Appreciation Rights Plan

The Share Appreciation Rights Plan (the “**Share Appreciation Rights Plan**”) is an equity compensation plan of Nuvo, a predecessor company of the Corporation prior to the Reorganization. Following the Reorganization, no additional share appreciation rights could be granted under the Share Appreciation Rights Plan. The Share Appreciation Rights Plan remains in effect for the purposes of administering the Crescita SARs (as defined below).

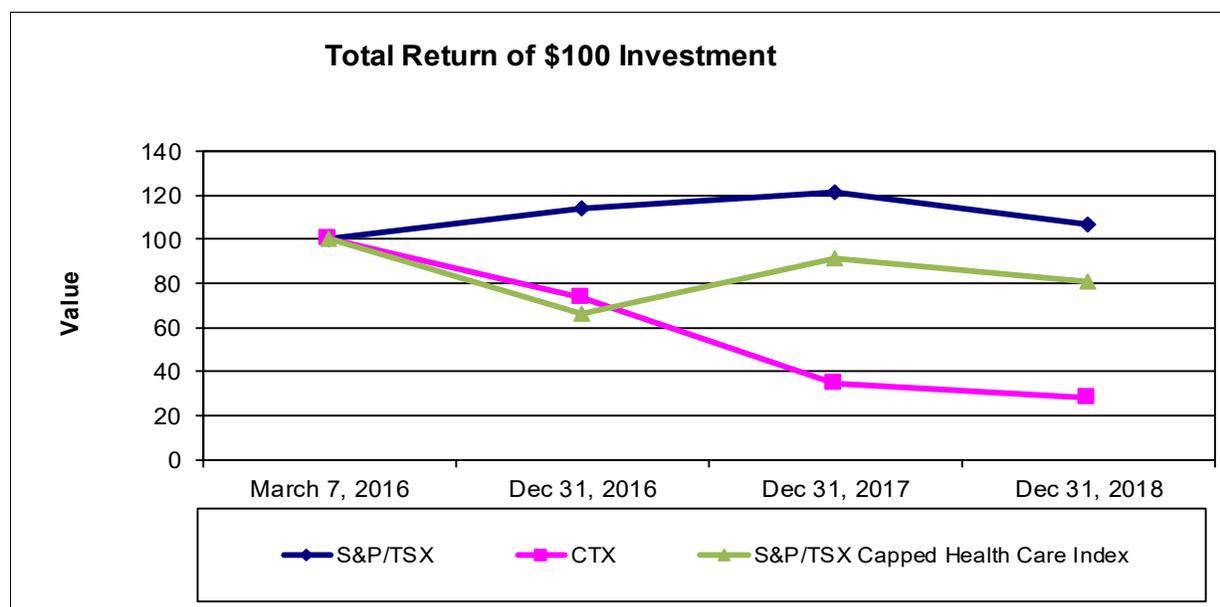
The Share Appreciation Rights Plan is administered by the Board of Directors based on the advice of the CCGNC. Except as described below, if a participant in the Share Appreciation Rights Plan ceases to be a director, employee or otherwise engaged by the Corporation (for any reason, including death), there is an automatic acceleration of vesting of a pro rata portion of the participant’s Share Appreciation Rights based on a formula set out in the Share Appreciation Rights Plan that takes into account the period of time from the grant of the Share Appreciation Rights to the date of termination.

As part of the Reorganization, each outstanding share appreciation right of Nuvo (an “**Original Nuvo SAR**”) as of the Effective Date was exchanged for (a) one share appreciation right of the Corporation (a “**Crescita SAR**”) that entitles the holder thereof to receive, within 30 days following the applicable vesting date, at the option of the holder, either (i) a cash payment equal to the amount, if any, by which the fair market value of one Common Share on the vesting date exceeds the portion of the original grant price of such Original Nuvo SAR allocated to the Crescita SAR, or (ii) Common Shares with a value on the vesting date equal to the cash amount determined under (i); and (b) one share appreciation right of Nuvo Pharma, the successor to Nuvo under the Reorganization, (a “**Nuvo Pharma SAR**”) that entitles the holder thereof to receive, within 30 days following the applicable vesting date, at the option of the holder, either (i) a cash payment equal to the amount, if any, by which the fair market value of one Nuvo Pharma common share on the vesting date exceeds the portion of the original grant price of such Original Nuvo SAR allocated to the Nuvo Pharma

SAR, or (ii) Nuvo Pharma common shares with a value on the vesting date equal to the cash amount determined under (i). The original grant price of each outstanding Original Nuvo SAR exchanged pursuant to the Reorganization was divided between the Crescita SAR and the Nuvo Pharma SAR acquired by the holder thereof in exchange for such Original Nuvo SAR.

Except as noted above, the Crescita SARs received by a holder of Original Nuvo SARs in connection with the Reorganization have substantially the same terms as those of the Original Nuvo SARs for which they were exchanged, including their vesting schedule. For purposes of the Share Appreciation Rights Plan, the Crescita SARs were deemed to be a continuation of the earlier granted Original Nuvo SARs for which they were exchanged, as opposed to a new grant of share appreciation rights. Notwithstanding the requirements of the Share Appreciation Rights Plan, each holder of an Original Nuvo SAR at the time of the Reorganization who, in connection with the Reorganization, became a director, officer, employee or consultant of Nuvo Pharma or one of its designated affiliates is permitted, for so long as he or she remains a director, officer, employee or consultant, as applicable, of Nuvo Pharma or one of its designated affiliates, to hold his or her Crescita SARs received as part of the Reorganization in accordance with their terms as though he or she remained a director, officer, employee or consultant, as applicable, of the Corporation or its designated affiliates eligible to participate in the Share Appreciation Rights Plan. If any such Crescita SARs holder at any time is no longer a director, officer, employee or consultant of any of the Corporation, Nuvo Pharma or any of their respective designated affiliates, he or she will be treated for purposes of the Share Appreciation Rights Plan as having ceased to be so employed or engaged with the Corporation and its designated affiliates and the rights under his or her Crescita SARs will be affected accordingly.

Performance Graph



	March 7, 2016 \$	December 31, 2016 \$	December 31, 2017 \$	December 31, 2018 \$
S&P/TSX Composite Index	100	114	121	107
S&P/TSX Capped Health Care Index	100	66	91	81
Crescita Therapeutics Inc.	100	74	34	28

The performance graph illustrates the cumulative total shareholder return for Crescita on the TSX of \$100 invested in Common Shares of the Corporation over the period beginning March 7, 2016 (the date that Crescita Common Shares began trading on the TSX) and ending December 31, 2018 compared to \$100 invested in the S&P/TSX Composite Index and the S&P/TSX Capped Health Care Index over the same

period, assuming reinvestment of dividends. The trend shown by the graph demonstrates a decrease in cumulative shareholder return over that period. During that period, Crescita underperformed both the S&P/TSX Capped Health Care Index and the S&P/TSX Composite Index. Given the early stage of the Corporation's development, the trend on the Corporation's compensation to the NEOs is not correlated with the trend in the performance graph.

Hedging of Equity-Based Compensation

While the Corporation does not have a specific policy against it, to the Corporation's knowledge, NEOs and directors do not purchase financial instruments designed to hedge or offset a decrease in the market value of equity securities of the Corporation granted as compensation or held, directly or indirectly, by the NEO or director.

Summary Compensation Table

The following table sets forth the annual compensation, including total compensation, for the financial year ended December 31, 2018 for each of the NEOs of the Corporation.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based award (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)		All other compensation (\$) ⁽³⁾	Total compensation (\$)
					Annual incentive plans ⁽²⁾	Long-term incentive plans		
Daniel Chicoine, Executive Chairman and Interim CEO ⁽⁷⁾	2018	440,577	Nil	2,440	Nil ⁽⁴⁾	Nil	15,000	458,017
	2017	412,459	Nil	124,557	354,375 ⁽⁵⁾	42,724	15,000	949,115
	2016	333,809	Nil	339,238	Nil ⁽⁵⁾	Nil	12,511	685,558
Serge Verreault, President and CEO ⁽⁸⁾	2018	286,538	Nil	43,920	206,250	Nil	18,000	554,708
	2017	173,077	Nil	29,063	58,333	Nil	35,435 ⁽⁶⁾	295,908
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jose DaRocha, CFO ⁽⁹⁾	2018	180,000	Nil	19,520	86,400	Nil	9,600	295,520
	2017	52,962	Nil	15,870	16,500	Nil	1,255	86,587
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Wade Hull, VP, Research & Development ⁽¹¹⁾	2018	298,834	Nil	9,760	60,862	Nil	Nil	369,456
	2017	299,349	Nil	16,608	30,908	Nil	Nil	346,865
	2016	254,767	Nil	112,300	10,700	Nil	Nil	377,767
Alain Dugal, VP, Manufacturing and Logistics	2018	135,000	Nil	9,760	43,875	Nil	7,200	195,835
	2017	135,000	Nil	16,600	21,937	Nil	7,200	180,737
	2016	17,461	Nil	Nil	Nil	Nil	831	18,292
Isabelle Villeneuve, VP, Strategy, Innovation and Quality ⁽¹⁰⁾	2018	88,308	Nil	8,800	42,667 ⁽¹⁰⁾	Nil	6,277	146,052
	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) The values of stock options awarded in 2018 are the estimated fair values on the date of grant calculated using the Black-Scholes option pricing model, based on the following assumptions:

Grant Date	April 3, 2018	May 14, 2018
Risk-free interest rate	1.74% - 1.94%	1.88% - 2.12%
Dividend Yield	Nil	Nil
Expected volatility of share price	61% - 106%	61% - 106%
Expected life	5 years	5 years
Forfeiture rate	7%	7%
Common share price	\$0.49	\$0.48
Fair value of option	\$0.14 - \$0.35	\$0.12 - \$0.32

The stock options granted in 2018 vest 25% on each of the anniversary of the grant dates in 2019, 2020, 2021 and 2022. As of the date hereof, the stock options issued are “in-the-money”.

- (2) Represents a bonus which was approved for payment relating to the respective calendar year performance as explained under *Annual Incentive Awards*.
- (3) Represents payment received as an annual car allowance.
- (4) Effective January 1, 2018, under the terms of his amended employment agreement Mr. Chicoine, in his capacity as Executive Chairman, was not entitled to receive any annual bonus or long term incentive compensation in the form of stock options or other equity-based compensation that may be offered other members of executive management.
- (5) Represents Mr. Chicoine’s combined annual incentive awards for 2016 and 2017.
- (6) Represents payment received as an annual car allowance for the period employed as well as the Corporation’s cost for shares issued under the Share Purchase Plan (“SPP”). Mr. Verreault was permitted to purchase \$25,000 in shares per his employment agreement. On August 24, 2017, 67,568 shares were issued under the SPP, of which 33,784 shares were paid for by the Corporation at a cost of \$23,973.
- (7) Mr. Chicoine was Executive Chairman for all of 2018 and Interim CEO for the Corporation, until he stepped down on April 2, 2018, at which time he was succeeded by Mr. Verreault. Mr. Chicoine remains as Executive Chairman and will continue to be employed with Crescita in a senior executive advisory role to ensure the orderly transition to Mr. Verreault.
- (8) Mr. Verreault joined Crescita as President on April 12, 2017 and was appointed as CEO on April 2, 2018, with a corresponding increase in base salary from \$250,000 to \$300,000 to reflect the additional responsibilities associated with his new role.
- (9) Mr. DaRocha joined the Corporation in September 2017 and was appointed as Crescita’s CFO on November 7, 2017.
- (10) Mrs. Villeneuve joined the Corporation in May 2018. As part of her employment contract, she was entitled to a guaranteed bonus payable in December 2018 upon continuous employment with the Corporation in the amount of \$10,000 in addition to her annual bonus.
- (11) Mr. Hull receives his compensation in U.S. dollars. The entitlement amounts set out above were determined based on the average exchange rate for the 2018 fiscal year used by the Corporation to translate Mr. Hull’s base salary from U.S. to Canadian dollars for accounting purposes.

Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards

The following table indicates for each of the NEOs all awards outstanding at the end of the 2018 financial year.

Name	Option-based awards					Share-based awards		
	Number of securities underlying unexercised options / SARs (#)	Option / SAR exercise price (\$)	Option / SAR grant date	Option / SAR expiration date	Value of unexercised in-the-money options or SARs ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share awards that have not vested (\$)	Market or payout value of vested share awards not paid out (\$)
Daniel Chicoine, Executive Chairman and Interim CEO	10,000	0.49	3-Apr-18	3-Apr-28	Nil			
	300,000	0.65	28-Jun-17	28-Jun-27	Nil			
	302,000	1.63	16-May-16	16-May-26	Nil			
	17,193	1.58	7-Jan-15	1-Jan-19	Nil			
	59,158	0.74	6-May-14	6-May-24	Nil			
	44,368	1.42	29-Mar-12	29-Mar-22	Nil			
	8,812	1.21	16-Aug-11	16-Aug-21	Nil			
	16,608	3.12	16-Jun-10	16-Jun-20	Nil			
					Nil	Nil	Nil	

Name	Option-based awards					Share-based awards		
	Number of securities underlying unexercised options / SARs (#)	Option / SAR exercise price (\$)	Option / SAR grant date	Option / SAR expiration date	Value of unexercised in-the-money options or SARs ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share awards that have not vested (\$)	Market or payout value of vested share awards not paid out (\$)
Serge Verreault, President and CEO	180,000	0.49	3-Apr-18	3-Apr-28	Nil			
	70,000	0.65	28-Jun-17	28-Jun-27	Nil			
						Nil	Nil	Nil
Jose DaRocha, CFO	80,000	0.49	3-Apr-18	3-Apr-28	Nil			
	50,000	0.58	13-Dec-17	13-Dec-27	Nil			
						Nil	Nil	Nil
Wade Hull, VP Research & Development	40,000	0.49	3-Apr-18	3-Apr-28	Nil			
	40,000	0.65	28-Jun-17	28-Jun-27	Nil			
	100,000	1.63	16-May-16	16-May-26	Nil			
						Nil	Nil	Nil
Alain Dugal, VP, Manufacturing and Logistics	40,000	0.49	3-Apr-18	3-Apr-28	Nil			
	40,000	0.65	28-Jun-17	28-Jun-27	Nil			
						Nil	Nil	Nil
Isabelle Villeneuve, VP, Strategy, Innovation and Quality	40,000	0.48	14-May-18	14-May-28	Nil			
						Nil	Nil	Nil

(1) The value of unexercised in-the-money options / SARs is based on the positive difference, if any, between the exercise price of the options and the closing price of the Common Shares of Crescita on the TSX on December 31, 2018 (\$0.45).

Incentive-Plan Awards – Value Vested or Earned during the Year

The following table indicates for each of the NEOs the value on vesting of all awards (had they been exercised on the vesting date) during the 2018 financial year.

Name	Option-based awards – Value vested during the year⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Daniel Chicoine	4,500	Nil	Nil
Serge Verreault	1,050	Nil	Nil
Jose DaRocha	Nil	Nil	Nil
Wade Hull	600	Nil	Nil
Alain Dugal	600	Nil	Nil
Isabelle Villeneuve	Nil	Nil	Nil

(1) The value of the options that vested during the financial year is based on the difference between the exercise price of the options and the closing price of the Common Shares of Crescita on the TSX on the applicable vesting date. If the closing price of the Common Shares of Crescita on such date was below the exercise price, the options had no then current value and are valued at nil. The options may not have been exercised on such date or subsequently and, accordingly, the amount shown may not reflect the actual amount, if any, realized by the NEO.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table shows, as of December 31, 2018, compensation plans under which Common Shares are authorized to be issued from treasury both for plans previously approved by Shareholders and plans not previously approved by Shareholders.

	Number of securities to be issued upon the exercise of outstanding options (000s) (A)	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under the equity compensation plan (excluding securities reflected in Column A)⁽¹⁾ (000s)
Equity compensation plans approved by Shareholders	2,162	\$1.00	977
Equity compensation plans not approved by Shareholders	Nil	Nil	Nil

(1) The maximum number of Common Shares that may be issued under the Share Incentive Plan is a fixed maximum percentage of 15% of the Corporation's outstanding Common Shares from time-to-time. The allocation of such maximum percentage among the Share Option Plan, Share Bonus Plan and Share Purchase Plan will be determined by the Board of Directors (or a committee thereof) from time to time (provided that the maximum number of Common Shares that may be issued under the Share Bonus Plan not exceed a fixed number of Common Shares equal to 3% of the number of Common Shares outstanding immediately following the completion of the Reorganization). As the Share Incentive Plan is a "rolling and reloading plan", the TSX requires that it, along with any unallocated options, rights or other entitlements receive shareholder approval at the Corporation's annual meeting every three years.

Employment Agreements

Following the Reorganization, the Corporation signed new employment agreements with all personnel transferred to the Corporation from Nuvo and the Corporation agreed to recognize past service under Nuvo for compensation purposes. The Corporation's employment agreements with its NEOs in effect on December 31, 2018 are summarized below.

Daniel N. Chicoine - Mr. Chicoine's employment agreement was amended on April 2, 2018 to reflect the transition of the CEO role to Mr. Verreault. Under the terms of the amended employment agreement, Mr. Chicoine's annual base salary is \$450,000 with no entitlement to any annual bonus or long-term incentive compensation in the form of stock options or other equity-based compensation effective January 1, 2018, except for grants in his capacity as a non-management Director of the Corporation. In addition, as part of the amendment, any unvested stock options held on April 1, 2019, will immediately vest and be exercisable in accordance with terms of the Corporation's Share Incentive Plan. If Mr. Chicoine were terminated for cause, he would not be entitled to any payment or compensation from the Corporation. Further, under the terms of the amended employment agreement, Mr. Chicoine is no longer entitled to any payments provided for under the change of control clause of his original employment contract.

Serge Verreault - Mr. Verreault's employment agreement was similarly amended on April 2, 2018 to reflect his appointment as Chief Executive Officer of Crescita. Under the terms of his amended employment agreement, if Mr. Verreault were terminated for cause, he would not be entitled to any payment or compensation from the Corporation. If he were terminated without cause, he would be entitled to receive a retiring allowance equal to twelve months of his base salary, his automobile allowance and annual bonus, each respectively prorated for the fiscal year in which the date of termination would occur, payable in a lump sum commencing within thirty days after the day of termination. In addition, the Corporation would cover Mr. Verreault's benefits for a period of twelve months from the date of termination. As at December 31, 2018, the payout would have been \$468,000.

In the event of a change of control of the Corporation, for a period of twelve months thereafter, in the event of a termination of his employment by the Corporation for any reason, Mr. Verreault is entitled to receive a lump sum amount equal to 24 months' base salary and car allowance.

Mr. Verreault would have been entitled to receive a lump sum payment of \$636,000 if his employment were terminated as of December 31, 2018 following a change of control of the Corporation within the preceding 12-month period.

In addition, upon any such change of control, he would have the right, for a period of twelve months thereafter, to terminate his employment by providing the Corporation with written notice of termination, and upon doing so he is entitled to a payment of the amount set out in the preceding paragraph. Upon a change of control, any options that are not then exercisable become fully vested and accelerated so that they become immediately exercisable for 180 days following the change of control termination.

As of December 31, 2018, Mr. Verreault is entitled to receive an annual base salary of \$300,000 and an annual car allowance of \$18,000.

Jose DaRocha - Under the terms of Mr. DaRocha's employment agreement dated November 7, 2017, if Mr. DaRocha were terminated for cause, he would not be entitled to any payment or compensation from the Corporation. If he were terminated without cause, he would be entitled to receive a retiring allowance equal to six months of his base salary, plus a prorated amount for both his automobile allowance and annual bonus (based on the previous year's bonus), payable in a lump sum commencing within thirty days after the day of termination. In addition, the Corporation would cover Mr. DaRocha's benefits for a period of six months from the date of termination. As at December 31, 2018, the payout under the agreement would have been \$121,800.

In the event of a change of control of the Corporation, for a period of twelve months thereafter, any termination of his employment by the Corporation for any reason, shall entitle Mr. DaRocha to receive a lump sum payment equal to nine months of base salary and car allowance. Mr. DaRocha would have been

entitled to receive a lump sum payment of \$142,200 if his employment was terminated as of December 31, 2018 following a change of control of the Corporation within the preceding 12-month period. In addition, upon such change of control, he would have the right, for a period of twelve months thereafter, to terminate his employment by providing the Corporation with written notice of termination, and upon doing so he will be entitled to a payment of the amount set out in the preceding sentence. Upon a change of control, any options that are not then exercisable shall be fully vested and accelerated so that they become immediately exercisable for 180 days. As of December 31, 2018, Mr. DaRocha received an annual base salary of \$180,000 and an annual car allowance of \$9,600.

A change of control is defined in Mr. Verreault's and Mr. DaRocha's employment agreements as either (i) an acquisition of 30% or more of the Common Shares by any person or group together with a change of 30% or more of the members of the Board of Directors within 12 months thereafter or (ii) a de facto change of control.

Wade Hull - Under the terms of Mr. Hull's employment agreement, if terminated for cause, he would not be entitled to any payment or compensation. If the Corporation terminated Mr. Hull without cause, he would be entitled to receive a retiring allowance equal to nine months of his base salary payable either in a lump sum or in nine equal monthly instalments commencing within thirty days after the day of termination. In addition, the Corporation would cover his benefits for a period of nine months from the date of termination. As at December 31, 2018, the payout to Mr. Hull would have been \$224,180. As of December 31, 2018, Mr. Hull received an annual salary of \$298,906. Mr. Hull receives his compensation in U.S. dollars. The entitlement amounts set out above were determined based on the average exchange rate for the 2018 fiscal year used by the Corporation to translate Mr. Hull's base salary from U.S. to Canadian dollars for accounting purposes.

Alain Dugal - Under the terms of Mr. Dugal's employment agreement dated October 31, 2016 if Mr. Dugal were terminated for cause, he would not be entitled to any payment or compensation from the Corporation. If the Corporation terminated Mr. Dugal without cause, he would be entitled to receive a retiring allowance based on Mr. Dugal's seniority with the Corporation at the time of termination. As at December 31, 2018, this retiring allowance would have been equal to six months of his base salary only, or \$67,500, specifically excluding his car allowance and all bonus payments and would be payable to Mr. Dugal in equal instalments on the regular payroll dates of the Corporation. In addition, the Corporation would cover Mr. Dugal's benefits for a period of six months from the date of termination. Mr. Dugal received an annual base salary of \$135,000 and an annual car allowance of \$7,200.

Isabelle Villeneuve - Under the terms of Mrs. Villeneuve's employment agreement dated February 28, 2018 if Mrs. Villeneuve were terminated for cause, she would not be entitled to any payment or compensation from the Corporation. As of December 31, 2018, Mrs. Villeneuve received an annual base salary of \$140,000 and an annual car allowance of \$9,600. In addition, her employment agreement provided for a \$10,000 guaranteed bonus payable in December 2018 upon continuous employment with the Corporation.

Compensation of Directors

Cash Compensation

Directors who also act as NEOs of the Corporation do not receive compensation for their role as directors of the Corporation.

Non-employee directors are entitled to receive the following compensation for their service on the Corporation's Board of Directors:

Role	Compensation	Amount
Member of the Board	Basic annual retainer	\$35,000
Lead director	Additional annual retainer	\$10,000
Audit Committee chair	Additional annual retainer	\$16,000
CCGNC chair	Additional annual retainer	\$12,000
Audit Committee member	Additional annual retainer	\$8,000
CCGNC member	Additional annual retainer	\$6,000

Directors are reimbursed for expenses incurred in attending Board of Directors and standing committee meetings or otherwise in the performance of their duties. Directors are not paid per-meeting fees.

Directors' Compensation

The following table presents the details of all compensation paid to non-management directors of the Corporation for the year ended December 31, 2018:

Name	External Directors' Fees (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation		All other compensation (\$)	Total compensation (\$)
				Annual incentive plans	Long-term incentive plans		
David Copeland	49,000	Nil	2,440	Nil	Nil	Nil	51,440
Anthony E. Dobranowski	65,000	Nil	2,440	Nil	Nil	Nil	67,440
John C. London	35,000	Nil	2,440	Nil	Nil	Nil	37,440
Samira Sakhia	51,000	Nil	2,440	Nil	Nil	Nil	53,440
Thomas Schlader	41,000	Nil	2,440	Nil	Nil	Nil	43,440

(1) The values of stock options awarded in 2018 are the estimated fair values on the date of grant calculated using the Black-Scholes option pricing model pursuant to International Financial Reporting Standard 2, with the following assumptions:

Grant Date	April 3, 2018
Risk-free interest rate	1.74% - 1.94%
Dividend Yield	Nil
Expected volatility of share price	61% - 106%
Expected life	5 years
Forfeiture rate	7%
Common share price	\$0.49
Fair value of option	\$0.14– \$0.35

Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards

The following table indicates for each of the non-management directors all awards outstanding as at the end of the 2018 financial year. All Options in this table granted prior to March 1, 2016 are deemed to be a continuation of the earlier granted Nuvo stock options for which they were exchanged pursuant to the Reorganization (“Original Nuvo Options”).

Name	Option-based awards ^{(1) (2)}					Share-based awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option grant date	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share awards that have not vested (\$)	Market or payout value of vested share awards not paid out (\$)
David Copeland	10,000	0.49	3-Apr-18	3-Apr-28	Nil			
	18,500	0.65	28-Jun-17	28-Jun-27	Nil			
	6,153	1.21	16-Aug-11	16-Aug-21	Nil			
Anthony E. Dobranowski	10,000	0.49	3-Apr-18	3-Apr-28	Nil			
	18,500	0.65	28-Jun-17	28-Jun-27	Nil			
	6,153	1.21	16-Aug-11	16-Aug-21	Nil			
John C. London ⁽³⁾	10,000	0.49	3-Apr-18	3-Apr-28	Nil			
	18,500	0.65	28-Jun-17	28-Jun-27	Nil			
	17,193	1.58	7-Jan-15	7-Jan-19	Nil			
	59,158	0.74	6-May-14	6-May-24	Nil			
	44,368	1.42	29-Mar-12	29-Mar-22	Nil			
	8,812	1.21	16-Aug-11	16-Aug-21	Nil			
	16,608	3.12	16-Jun-10	16-Jun-20	Nil			
Samira Sakhia	10,000	0.49	3-Apr-18	3-Apr-28	Nil			
	18,500	0.65	28-Jun-17	28-Jun-27	Nil			
	9,230	1.65	29-Sep-16	29-Sep-26	Nil			
Thomas Schlader	10,000	0.49	3-Apr-18	3-Apr-28	Nil			
	18,500	0.65	28-Jun-17	28-Jun-27	Nil			
	9,230	1.65	29-Sep-16	29-Sep-26	Nil			

- (1) With respect to each Original Nuvo Option, the original exercise price of each holder's Original Nuvo Options was allocated to the Crescita Options and the Crescita Options acquired by such holder on the exchange of such Original Nuvo Options, such that an amount equal to the Butterfly Proportion (78.18% Nuvo Pharma, 21.82% Crescita) of such original exercise price will be payable to Crescita for each Common Share acquired under the Crescita Options. In other words, the exercise price of each Crescita Reorganization Option is 21.82% of the exercise price of the original Nuvo Option.
- (2) Value of unexercised in-the-money options determined at December 31, 2018.
- (3) Options held by Mr. London, granted prior to 2017, were in virtue of his capacity as the co-CEO of Nuvo prior to the Reorganization.

Incentive-Plan Awards – Value Vested or Earned during the Year

The following table indicates for each of the non-management directors the value on vesting of all awards (had they been exercised on the vesting date) during the 2018 financial year.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
David Copeland	278	Nil	Nil
Anthony E. Dobranowski	278	Nil	Nil
John C. London	278	Nil	Nil
Samira Sakhia	278	Nil	Nil
Thomas Schlader	278	Nil	Nil

- (1) The value of the options that vested during the financial year is based on the difference between the exercise price of the options and the closing price of the Common Shares of Crescita on the TSX on the applicable vesting date. If the closing price of the Common Shares of Crescita on such date was below the exercise price, the options had no then current value and are valued at nil. The options may not have been exercised on such date or subsequently and, accordingly, the amount shown may not reflect the actual amount, if any, realized by the non-management director.

Directors' & Officers' Liability Insurance

The Corporation maintains liability insurance coverage for its directors and officers. The aggregate annual premium for that insurance is paid by the Corporation. The insurance coverage under the policy for each loss is limited to \$15,000,000 for each policy year. The policy provides for deductibles ranging from \$50,000 to \$100,000 depending upon the nature of the claim for any claim made against the Corporation and there is no deductible for any claim made against a director or officer.

STATEMENT ON CORPORATE GOVERNANCE

The Board of Directors and the CCGNC believe that the Corporation's corporate governance policies, procedures and practices, which are described below, are in compliance with applicable guidelines, rules and other legal requirements, and are appropriate for Crescita in its current circumstances.

The Board of Directors recognizes that the Corporation's corporate governance policies, procedures and practices cannot be static and that further refinements may be necessary as applicable legal and regulatory requirements and the Corporation's circumstances evolve. The Board of Directors intends to continue to ensure that the Corporation's governance policies and culture meet applicable legal and regulatory requirements as well as the legitimate expectations of Crescita's shareholders.

The Corporation's Corporate Governance Guidelines as well as the charters of the Board of Directors and its standing committees may be found as Schedules 1 through 7 to Crescita's 2019 Annual Information Form and are hereby incorporated by reference. The Board of Directors has approved the disclosure of the Corporation's governance practices described below, on the recommendation of the CCGNC.

Unless otherwise specifically stated, the information in this section is given as of the date of this Circular on March 18, 2019.

Board of Directors

A majority of the directors currently serving on the Board of Directors who are nominated for re-election meet all requisite independence requirements. The four independent directors are Mr. David Copeland, private business investor; Mr. Anthony Dobranowski, private business investor; Mr. John London, Vice Chairman of the Board of Directors of Nuvo Pharmaceuticals Inc., and, Mr. Thomas Schlader, private business investor. The only director currently on the Board of Directors who is not independent is Mr. Daniel Chicoine, Executive Chairman of the Board of the Corporation.

Dr. Jean-François Tremblay, Dermatologist and Medical Director MédIME who, along with the currently serving members of the Board of Directors, will be nominated for election at the Annual General and Special meeting of shareholders, will be an independent director. This ensures that Crescita will continue to have a majority of independent directors serving on its Board of Directors.

As of December 31, 2018, the following directors are also directors of reporting issuers in the jurisdictions set out below:

Name	Company	Jurisdiction
Daniel Chicoine	Nuvo Pharmaceuticals Inc.	TSX
David A. Copeland	Nuvo Pharmaceuticals Inc.	TSX
Anthony E. Dobranowski	Nuvo Pharmaceuticals Inc.	TSX
John C. London	Nuvo Pharmaceuticals Inc.	TSX
Samira Sakhia	Knight Therapeutics Inc. Profound Medical Corp.	TSX TSX

To ensure free and open discussion and communication among directors, after every regularly scheduled meeting of the Board of Directors the independent directors meet in camera without members of management or non-independent directors present and otherwise as those directors determine. The lead director presides at these in camera sessions.

The CCGNC and the Audit Committee are comprised entirely of independent directors and similarly hold in camera meetings. The Chairman of the Board, Mr. Daniel Chicoine, as a former Crescita CEO is not an independent director. The Board of Directors has therefore appointed Mr. Anthony Dobranowski, an independent director, as lead director.

The lead director's role is to ensure that the Board of Directors functions independently of management and that directors have an independent leadership contact. The lead director's responsibilities include acting as an independent liaison between the Board of Directors and senior management and ensuring that independent directors have had adequate opportunities to discuss matters of concern without management present. The position description for the lead director is hereby incorporated by reference and may be found as Schedule 3 to Crescita's 2019 Annual Information Form.

During the fiscal year ended December 31, 2018, the Board of Directors met 9 times, while the Audit Committee and CCGNC met 4 and 6 times, respectively. The number of meetings attended by each director is set out below:

	Meetings Attended (#)
Daniel N. Chicoine	Board 9/9
John C. London	Board 8/9;
David A. Copeland	Board 9/9; Audit 4/4; CCGNC 6/6
Anthony E. Dobranowski	Board 9/9; Audit 4/4; CCGNC 6/6
Samira Sakhia	Board 8/9; Audit 4/4;
Thomas Schlader	Board 9/9; CCGNC 6/6

Charter of the Board of Directors

In fulfilling its statutory mandate and discharging its duty of stewardship of the Corporation, the Board of Directors assumes responsibility for those matters set forth in its Charter. As mentioned above, the full text of the Board of Directors Charter is incorporated by reference and may be found as Schedule 1 to Crescita's 2019 Annual Information Form.

The responsibilities of the Board of Directors under its charter include i) reviewing and approving the Corporation's strategic plan and business objective; ii) overseeing internal controls and risk identification and mitigation with the assistance of the Audit Committee; iii) overseeing the Corporation's corporate governance and executive compensation policies and practices with the assistance of the CCGNC and ensuring that the Corporation has in place a policy for effective communication with shareholders and stakeholders. The Board of Directors may in its discretion retain outside legal, accounting or other advisers to assist it in carrying out its mandate.

Position Descriptions

The Board of Directors has developed written position descriptions for the chair of the Board, the lead director and the chairs of the CCGNC and Audit Committee. The full text of the position descriptions are incorporated by reference and may be found as Schedules 2, 3, 5, and 7 to Crescita's 2019 Annual Information Form.

The position descriptions for the Board of Directors and standing committee chairs and of the Lead Director are designed to ensure that there are effective lines of communication between and among directors and senior management of the Corporation and that meetings of the Board of Directors and its standing committees are scheduled and managed in a way to ensure that they are well-positioned to meet their respective responsibilities under their charters.

The CCGNC is working with the CEO on developing the CEO position description that is anticipated to be completed and to receive Board of Directors approval no later than early in the second quarter. Any risk to the Corporation that this may present is amply mitigated by the Crescita governance structure that includes an Executive Management Committee (the "**Executive Management Committee**").

Day-to-day management of the Corporation is performed by the Executive Management Committee consisting of the Chief Financial Officer, the Vice President Sales & Marketing, the Vice President Strategy, Innovation and Quality, Vice President, Research and Development as well as the Vice President, Manufacturing and Logistics and is led by Crescita's President and Chief Executive Officer. All managers report to, and are supervised by, one of the members of the Executive Management Committee. Decisions respecting the day-to-day operations of the Corporation are made by the Executive Management Committee. The Executive Management Committee reviews the progress of the projects within the Corporation to ensure that the strategic plans approved by the Board of Directors are executed and implemented in a timely and effective manner. The Executive Management Committee members are in constant contact with each other, but also frequently meet on a formal basis to discuss and review matters affecting the Corporation.

Orientation and Continuing Education

Senior management, working with the Board of Directors, provides an orientation and education program for new directors to familiarize them with the Corporation and its business, as well as the expected contribution of individual directors. All new directors participate in the orientation and education program which is overseen by the CCGNC. The program is normally completed within four months of a director first joining the Board of Directors.

In addition to the initial orientation and education for new directors, senior management schedules periodic presentations for the Board of Directors to ensure that directors are aware of business trends and industry practices that are relevant to Crescita's operations, as and when required. In addition, materials provided to the directors in advance of meetings of the Board of Directors provide the information needed for the

directors to engage in meaningful discussions and to make informed decisions. The chair of the Board and the lead director are responsible for ensuring the adequacy of Board of Directors materials and that directors have sufficient time to review the materials in advance of each meeting.

Ethical Business Conduct

The Corporation has adopted a Code of Business Conduct and Ethics (the “**Code**”) applicable to directors, officers and employees. The full text of the Code is hereby incorporated by reference and may be found as Schedule B to Crescita’s 2019 Annual Information Form.

The purpose of the Code is to:

- Promote honest and ethical conduct
- Promote avoidance of conflicts of interest
- Promote full, fair, accurate, timely, and understandable disclosure
- Promote compliance with applicable governmental laws, rules and regulations
- Promote the prompt internal reporting to an appropriate person of any violation of the Code

All directors, officers and employees are provided with a copy of the Code and are required to sign an acknowledgement that they have read and agree to comply with the terms of the Code. A copy of the Code may be obtained from the Corporation’s website at www.crescitatherapeutics.com/investors/corporate-governance.

It is the responsibility of the CCGNC to review senior management’s monitoring of compliance with the Code.

Under the *Business Corporations Act* (Ontario) (the “**OBCA**”), to which the Corporation is subject, directors and officers must provide notice to the Corporation and to its Board of Directors where the director or officer has a personal interest in a material contract proposed to be entered with the Corporation. It is the policy of the Corporation that an interested director or officer excuse himself or herself from the decision-making process related to the contract including all discussions. These restrictions do not apply in the case of certain matters permitted under the OBCA, such as matters related to his or her compensation as a director.

The Board of Directors encourages management’s usual practice of holding meetings with all of the Crescita’s employees during which senior management provides updates on the state of the Corporation’s business. Where appropriate, these meetings are also used to remind employees of their responsibility under corporate policies, including the Code.

Nomination of Directors

It is the Board of Directors, with the advice and recommendation of the CCGNC that is responsible for selecting the nominees for election to the Board of Directors, for appointing directors to fill vacancies, and determining whether a director, nominee or appointee is, or will be, an independent director.

The CCGNC develops criteria for selecting new directors, assists the Board of Directors by identifying individuals qualified to become members of the Board of Directors in keeping with the criteria approved by the Board of Directors. The CCGNC maintains a list of director nominees for the annual meeting of shareholders and for each committee of the Board of Directors and the chair of each committee. In doing so, the CCGNC periodically reviews the competencies, skills and personal qualities required of directors to add value to the Corporation in light of i) the opportunities and risks facing the Corporation, ii) the Corporation’s proposed strategies, iii) the need to ensure that a majority of the Board of Directors is comprised of individuals who meet the applicable independence requirements, iv) the policies of the Board of Directors with respect to director tenure, retirement, and succession, and v) director commitments.

Compensation

The form and amount of director compensation will be determined by the Board of Directors from time to time upon the recommendation of the CCGNC. In addition, the Board of Directors assesses the performance of the Corporation's senior management and periodically monitors the compensation levels of such senior management based on determinations and recommendations made by the CCGNC.

Please refer to the heading "*CCGNC Statement on Executive Compensation*" above.

Governance Policy

The CCGNC is responsible for developing appropriate corporate governance principles for the Corporation and undertaking such other initiatives as it may determine to be desirable to enable the Board of Directors to provide effective corporate governance for the Corporation. The CCGNC's responsibilities in relation to governance policies include i) periodically reviewing the adequacy of the Corporation's Corporate Governance Guidelines, ii) periodically reviewing the practices of the Board of Directors to ensure compliance with the Corporation's Corporate Governance Guidelines, iii) monitoring the relationship between senior management and the Board of Directors with a view to ensuring that the Board of Directors is able to function independently of senior management, and iv) making recommendations to the Board of Directors with respect to such matters.

Board of Directors Assessment

The CCGNC oversees periodic reviews of the performance of the Board of Directors, of each of its standing committees, and of each individual director's performance.

Director Term Limits and Other Mechanisms of Board of Directors Renewal

Each director serves on the Board of Directors from the time of the director's election or appointment until the next annual meeting of shareholders of the Corporation or until a successor is duly elected or appointed.

The Board of Directors has not set a limit on the number of consecutive terms for which a director may serve. While there is benefit to adding new perspectives to the Board of Directors from time to time, there are also benefits to having continuity and directors who have in depth knowledge of each facet of the Corporation's business, which necessarily takes time to develop.

The Board of Directors believes that the imposition of term limits for its directors may run the risk of excluding experienced and potentially valuable Board members as a result of an arbitrary determination. The Board of Directors relies on thorough director assessment procedures for evaluating its members, and uses rigorous identification and selection processes for new directors, having regard to a variety of factors.

Through these processes, the Board of Directors believes that it is well-positioned to address any problems or deficiencies that may arise in an appropriate manner without having to adopt mandatory term limits.

Diversity Considerations

The Corporation strongly supports the principle of diversity in its leadership, of which gender diversity is an important consideration. The Corporation has not however adopted a policy on diversity or on the representation of women on the Board of Directors or among senior management at this time, nor has it set diversity targets regarding the representation of women or visible minorities on the Board of Directors or in senior management.

Given the early stage of development of the Corporation and the resources currently available to the Corporation, the Board of Directors does not believe that a diversity policy, quotas or strict rules on these matters are in the best interest of the Corporation and will not, at this time, result in the identification or selection of the best candidates. Rather, the identification and selection process is made based on a variety of criteria, including the diversity of viewpoints, backgrounds, experiences and other characteristics, as well

as expertise, skill sets, individual character, business experience and other relevant factors. Accordingly, in searches for new directors or executive officers, the Board of Directors considers diversity among the other factors.

With respect to gender diversity in particular, of the six current directors of the Corporation, one is a woman and of the six current executive officers of the Corporation one is a woman. As indicated earlier, Ms. Samira Sakhia, a director and Chair of the Audit Committee, has decided not to stand for re-election.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee of the Board of Directors is composed entirely of independent directors who meet the independence and experience requirements of National Instrument 52-110 – Audit Committees adopted by the Canadian securities regulators.

The Committee is composed of Ms. Samira Sakhia, Chair of the Committee, and Messrs. Anthony E. Dobranowski and David Copeland. The Committee met four times during fiscal 2018. Mrs. Sakhia's role and responsibilities as Chair of the Committee are contained in the Committee's charter, which is hereby incorporated by reference and may be found as Schedule 6 to Crescita's 2019 Annual Information Form.

The role and responsibilities of the Committee include:

- Reviewing all public disclosure documents containing audited or unaudited financial information concerning Crescita and ensuring that the Company's annual and interim financial statements are fairly presented in accordance with International Financial Reporting Standards ("IFRS");
- Ensuring that the Company has appropriate systems of internal control over the safeguarding of assets and financial reporting to ensure compliance with legal and regulatory requirements;
- Ensuring that the external audit functions have been effectively carried out and that any matter which the independent auditors wish to bring to the attention of the Board has been addressed.
- Recommending to the Board of Directors the appointment of the external auditor, asserting the external auditor's independence, reviewing the terms of its engagement, conducting an annual auditor's performance assessment, and pursuing ongoing discussions with it;
- Performing such other functions as are usually attributed to audit committees or as directed by the Board of Directors.
- Pre-approving all non-audit services to be provided to the Corporation by the external auditors.
- Establishing procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
- Establishing procedures for the confidential and anonymous submission of concerns regarding questionable accounting or auditing matters.

Relevant Education and Experience of Audit Committee Members

Each of the members of the Audit Committee are not only financially literate they have financial expertise because each of them is a Chartered Professional Accountant and a member in good standing of their respective professional orders. In addition, each of the members has significant experience in the role of chief financial officer in respect of reporting issuers in Canada.

Fees Billed by the External Auditor

The following table outlines the fees paid to Ernst & Young LLP the Company's auditors for the years ended December 31, 2018 and December 31, 2017.

Fees	Year ended December 31, 2018	Year ended December 31, 2017
Audit Fees	\$206,500	\$332,242
Audit – Related Fees	\$nil	\$15,750
Tax Fees	\$12,500	\$15,000
All Other Fees	\$nil	nil
TOTAL	\$219,000	\$362,992

SPECIAL BUSINESS

SHAREHOLDER RIGHTS PLAN

The Corporation instituted the Rights Plan in 2016 to provide the Board with sufficient time to consider and, if appropriate, to explore and develop alternatives for maximizing shareholder value if a takeover bid is made for the Corporation, and to provide every shareholder with an equal opportunity to participate in such a bid. The terms of the Rights Plan are set out in the shareholder rights plan agreement (the “**Rights Agreement**”) dated as of March 1, 2016 between the Corporation and CST Trust Company (Canada) as rights agent, now AST Trust Company (Canada) (the “**Rights Agent**”).

The purpose of the Rights Plan is to provide some protection to shareholders of the Corporation from take-over strategies, including the acquisition of control of the Corporation by a bidder in a transaction or series of transactions, that do not treat all shareholders equally or fairly or afford all shareholders an equal opportunity to share in the premium paid upon an acquisition of control. The Rights Plan is not intended to prevent all unsolicited take-over bids for the Corporation and will not do so, but rather, is designed to encourage potential bidders to make permitted bids or negotiate take-over proposals with the Board which they consider are in the best interest of the Corporation and to protect the Corporation’s shareholders against being coerced into selling their shares at less than fair value.

On May 9, 2016, certain amendments to the Canadian take-over bid regime (the “**TOB Amendments**”) came into force that require that all non-exempt take-over bids:

- meet a minimum tender requirement where bidders must receive tenders of more than 50% of the outstanding securities that are subject to the bid and held by disinterested shareholders;
- remain open for a minimum deposit period of 105 days, unless the target board states in a news release an acceptable shorter deposit period of not less than 35 days, or the target board states in a news release that it has agreed to enter into a specific alternative transaction (such as a plan of arrangement) in which case the 35-day period would apply to all concurrent take-over bids; and
- be extended for an additional 10 days after the minimum tender requirement is met and all other terms and conditions of the bid have been complied with or waived.

Under the previous regime, non-exempt take-over bids were only required to remain open for 35 days and were not subject to any minimum tender requirement or an extension requirement once the bidder had taken up deposited securities.

The Rights Plan was originally adopted in order to ensure the equal treatment of all shareholders and to give the Board more time to find an alternative value-enhancing transaction in the context of any take-over bid for the Corporation. However, a number of the initial purposes of the Rights Plan are no longer relevant as many of the protective features of Canadian shareholder rights plans have been adopted as part of the TOB Amendments. Notwithstanding this, although the TOB Amendments include many of the protections provided by the original Rights Plan, the TOB Amendments do not address the risk of a “creeping take-over bid” where an acquiror may acquire a controlling position in an issuer in reliance on exemptions from the take-over bid requirements and without having to make a take-over bid to all shareholders. As a result, the Board has determined that it is in the best interests of the Corporation to maintain the Rights Plan to attempt to prevent “creeping take-over bids” and the acquisition of control by a third party without paying an appropriate control premium.

Accordingly, the Board has determined it appropriate and in the best interests of the shareholders that the Rights Agreement be amended and restated to continue the Rights Plan for another three years and to make it compatible with the TOB Amendments. Such amended and restated plan is referred to as the “2019 Plan”.

Shareholder rights plans continue to be adopted by a large number of publicly held corporations in Canada and the U.S. The terms of the Corporation’s Rights Plan are generally similar to those recently adopted by other major Canadian companies.

The following is a summary of the terms of the 2019 Plan as set out in the Rights Agreement:

Rights Prior to Separation Time

Rights were issued on the commencement of the Rights Plan to all holders of common shares of the Corporation. Rights cannot be exercised prior to the Separation Time (defined below). Until the Separation Time, the Rights will be evidenced only by the register maintained by the Rights Agent and will be transferred with, and only with, the associated common shares. Until the Separation Time, or the earlier termination or expiration of the Rights, each new share certificate issued after the record date for the issuance of the Rights, upon transfer of existing common shares or the issuance of additional common shares, will display a legend incorporating the terms of the Rights Plan by reference.

Separation Time

The Rights will separate and trade apart from the common shares after the Separation Time, at which time separate certificates evidencing the Rights will be mailed to the holders of record of common shares. "Separation Time" means the close of business on the tenth business day after the earlier of (i) the first date of a public announcement of facts indicating that a person has become an Acquiring Person (defined below), (ii) the commencement of, or first public announcement of the intent of any person, other than the Corporation or any company controlled by the Corporation, to commence a Take-over Bid (defined below) or (iii) the date upon which a Permitted Bid (defined below) ceases to be a Permitted Bid or, in any circumstances, such later date as may be determined by the Board, acting in good faith.

After the Separation Time and prior to the occurrence of a Flip-in Event (defined below), each Right entitles the holder to acquire one common share upon payment of an Exercise Price of five times the Market Price (as defined in the Rights Agreement) per common share as at the Separation Time.

Acquiring Person and Flip-in Event

An "Acquiring Person" is generally, a person who beneficially acquires 20% or more of the outstanding voting shares of the Corporation. The Rights Plan provides certain exceptions to that rule, including a person who acquires 20% or more of the outstanding common shares through a Permitted Bid, pursuant to certain other exempt acquisitions, or in its capacity as Investment Manager, Trust Company, Plan Trustee or Statutory Body, provided in these latter instances, that the person is not making or proposing to make a Take-over Bid. The term Acquiring Person does not include the Corporation or any corporation controlled by the Corporation. A Flip-in Event occurs when any person becomes an Acquiring Person, at which time each Right will convert into the right to purchase from the Corporation, upon exercise, a number of common shares having an aggregate Market Price on the date of the Flip-in Event equal to twice the Exercise Price for an amount in cash equal to the Exercise Price.

Permitted Bid

A Flip-in Event does not occur if a take-over bid is a Permitted Bid. A Permitted Bid is a Take-over Bid, made by means of a Take-over Bid circular, which among other things:

1. is made to all holders of record of common shares wherever resident as registered on the books of the Corporation, other than the Offeror;
2. contains, and the take-up and payment for common shares tendered or deposited is subject to, an irrevocable and unqualified condition that no common shares will be taken up or paid for pursuant to the Take-over Bid prior to the close of business on a date which is not less than 105 days following the date of the Take-over Bid or such shorter minimum period that a take-over bid that is not exempt from any of the requirements of Division 5 [Bid Mechanics] of NI 62-104 must remain open for deposits of securities, in the applicable circumstances at such time, pursuant to NI 62-104;
3. contains irrevocable and unqualified provisions that all common shares may be deposited pursuant to the Take-over Bid at any time prior to the close of business on the date of first take-up or payment

for common shares under the bid and that all common shares deposited pursuant to the Take-over Bid may be withdrawn at any time prior to the close of business on such date;

4. contains an irrevocable and unqualified condition that the number of common shares deposited to the Takeover Bid and not withdrawn at the close of business on the date of first take-up or payment for common shares under the bid must constitute more than 50% of the then outstanding common shares held by shareholders independent of the Offeror; and
5. contains an irrevocable and unqualified provision that, should the condition referred to in clause 4 be met, the Take-over Bid will be extended on the same terms for a period of not less than 10 days from the date of first take-up or payment for common shares under the bid.

The Rights Plan also provides for a “Competing Permitted Bid”, which is a Take-over Bid, made during another Permitted Bid that satisfies all of the requirements of a Permitted Bid other than the requirements of clause 2. The competing Permitted Bid may not expire earlier than the last day of the minimum initial deposit period that such Takeover Bid must remain open for deposits of securities thereunder pursuant to NI 62-104 after the date of the Take-over Bid.

The definitions of Permitted Bid and Competing Permitted Bid in the 2019 Plan are the same as the Rights Plan, except that the minimum deposit period for a Permitted Bid and Competing Permitted Bid has been reduced to the minimum period required under applicable securities laws.

Take-over Bid

A Take-over Bid is defined in the Rights Plan as an offer to acquire common shares or securities convertible into common shares, where the common shares subject to the offer to acquire, together with the common shares into which the securities subject to the offer to acquire are convertible, and the Offeror’s securities, constitute in the aggregate 20% or more of the outstanding common shares at the date of the offer.

Redemption and Waiver

At any time prior to the occurrence of a Flip-in Event, the Board may, at its option, redeem all, but not part, of the outstanding Rights at a redemption price of \$0.00001, subject to appropriate adjustment in certain events. The Board may, at its option, after the occurrence of a Flip-in Event, waive the application of the Flip-in Event provisions to a transaction that would otherwise be subject to those provisions.

Amendments

The Corporation may, from time-to-time, supplement or amend the Rights Plan in order to cure any ambiguity or to correct or supplement any provisions contained in the agreement which may be inconsistent with any other provision thereof or otherwise defective. The Corporation may also amend the agreement without the approval of any holders of Rights or common shares to make any changes which the Board may deem necessary or desirable and as shall not materially adversely affect the interests of the holders of Rights generally, provided that no such supplement or amendment shall be made to the provisions relating to the Rights Agent except with the concurrence of the Rights Agent.

Expiry of Rights

All Rights will expire unless continuance of the Rights Plan is approved by a majority vote of Independent Shareholders (as defined in the Rights Agreement) at the annual and special meeting of shareholders of the Corporation to be held in 2022.

Shareholder Approval

The Board has determined it appropriate and in the best interests of the shareholders that the Rights Agreement be amended and restated to make it compatible with the TOB amendments and to continue the Rights Plan for another three years. Accordingly, it is proposed that the Rights Plan be amended to extend its term until the termination of the annual meeting of the shareholders of the Corporation in 2022.

In addition to approving the foregoing amendment, the resolution also approves any other amendments to the Rights Agreement to respond to any other requirements which may be raised by any stock exchange or professional commentators on shareholder rights plans in order to confirm the Rights Agreement to versions of shareholder rights plans currently prevalent for reporting issuers in Canada.

The Board's authorization of the amendment of the Rights Plan was not in response to or in anticipation of any pending or threatened takeover bid.

At the Meeting, shareholders will be asked to consider and, if deemed appropriate, to pass, with or without variation, a resolution, in the form set out in Schedule A to this Circular (the "**2019 Rights Plan Resolution**"), subject to such amendments, variation or additions as may be approved at the Meeting, approving the Corporation being able to amend the terms of the Rights Plan and extend its term until the termination of the annual meeting of shareholders of the Corporation in the year 2022, subject to the conditions and limitations set out below.

The Board recommends the adoption of the 2019 Rights Plan Resolution. To be effective, the 2019 Rights Plan Resolution must be approved by not less than a majority of the votes cast by Independent Shareholders who vote in respect of such reconfirmation present in person, or represented by proxy, at the Meeting. In effect, all shareholders will be considered Independent Shareholders provided that they are not, at the relevant time, an Acquiring Person (as described above) or making a takeover bid for the Corporation. The Corporation is not aware of any shareholder whose vote at the Meeting would be excluded for purposes of the approval requirement under the Rights Agreement. Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the common shares represented by such form of proxy, properly executed, for the 2019 Rights Plan Resolution.

The text of the 2019 Rights Plan Resolution to be submitted to shareholders at the Meeting is set out in Schedule A to this Circular.

Unless otherwise instructed by a shareholder, the persons named in the accompanying form of proxy will vote "FOR" the 2019 Rights Plan Resolution.

OTHER BUSINESS

At the time of this Circular, the Corporation knows of no matter to come before the Meeting other than the matters referred to in the accompanying Notice of Meeting.

ADDITIONAL INFORMATION

Additional information relating to the Corporation, including financial information related to the Corporation is provided in its comparative financial statements for the fiscal year ended December 31, 2018 and management's discussion and analysis is available at www.sedar.com, or may be obtained on request and without charge by sending an email to the Corporation's investor relations department at ir@crecitatx.com.

The Corporation's Report to Shareholders for the fiscal year ended December 31, 2018, containing the Corporation's Consolidated Audited Financial Statements and MD&A for the fiscal year ended December 31, 2018, is being mailed to the Shareholders of the Corporation who requested them.

BOARD APPROVAL

The contents and mailing of this Circular have been approved by the directors of the Corporation.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read 'D. Chicoine', written in a cursive style.

Daniel Chicoine
Executive Chairman

Mississauga, Ontario
March 18, 2019

SCHEDULE A

BE IT RESOLVED AS AN ORDINARY RESOLUTION OF THE SHAREHOLDERS:

1. THAT the amended and restated Shareholder Rights Plan Agreement (the "**Rights Agreement**") entered into between the Corporation and AST Trust Canada (Canada) and the rights issued under the Rights Agreement be and they are hereby approved, confirmed, and ratified and the term of the Rights Agreement be and it is extended to the termination of the Annual General and Special meeting of shareholders of the Corporation to be held in the year 2022;
2. THAT the making on or following the date hereof of any other amendments to the Rights Agreement as the Board of Directors of the Corporation may consider necessary or advisable in order to satisfy the requirements of any stock exchange or the recommendations made by professional commentators on shareholder rights plans in order to conform the Rights Agreement to versions of shareholder rights plans prevalent for reporting issuers in Canada at the time of the amendment, be and it is hereby approved; and
3. THAT any director or officer of the Corporation be and each of them is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine in their discretion to be necessary or advisable to give effect to the intent and purpose of this resolution, the execution and delivery of any such document or the doing of any such other act or thing being conclusive evidence of such determination.