

FORM 51-102F3
MATERIAL CHANGE REPORT
OF IMMUNOVACCINE INC.

1. Name and Address of Company

Immunovaccine Inc. (“Immunovaccine” or the “Company”)
1344 Summer Street, Suite 412
Halifax, NS
B3H 0A8

2. Date of Material Change

May 17, 2016

3. News Release

On May 17, 2016, Immunovaccine issued a news release through the services of Marketwired with respect to the material change described below.

4. Summary of Material Change

Immunovaccine announced, on May 17, 2016, that it has entered into an agreement with Mackie Research Capital Corporation and Echelon Wealth Partners Inc. as co-lead underwriters and joint bookrunners (collectively, the “Underwriters”), whereby the Underwriters will purchase, on a bought-deal basis, 14,550,000 units (the “Units”) of Immunovaccine at a price of \$0.55 per Unit for gross proceeds to the Company of \$8,002,500 (the “Offering”).

Each Unit will consist of one (1) common share (a “Common Share”) in the capital of Immunovaccine and one-half (1/2) of one common share purchase warrant (each whole common share purchase warrant a “Warrant”). Each Warrant entitles the holder thereof to acquire one Common Share for an exercise price of \$0.72 per Common Share for a period of 24 months following closing of the Offering (the “Closing”).

The Offering is scheduled to close on or about the week of June 6, 2016 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the Toronto Stock Exchange. The securities to be issued under the Offering will have a hold period of four months and one day from the Closing. The net proceeds from the Offering will be used by Immunovaccine for general corporate and working capital purposes.

In consideration for their services, the Underwriters will receive a cash commission of 6% of the gross proceeds of the Offering, and shall receive such number of compensation options exercisable into Common Shares, as is equal to 6% of the Units issued pursuant to the Offering.

The net proceeds of the Offering will be used to advance the Company's main asset, DPX-Survivac, in clinical trials, as well as general corporate and working capital purposes.

Certain insiders of the Company have indicated their intention to participate in the Offering for an aggregate of 2,381,855 Units. Participation of insiders of the Company in the Offering and Private Placement will constitute a 'related party transaction' as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Offering is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of securities being issued to insiders nor the consideration being paid by insiders will exceed 25% of the Company's market capitalization. The Company did not file a material change report 21 days prior to the closing of the Offering, as the details of the participation of the insiders of the Company had not been confirmed at that time.

All the securities issued under the Offering will be subject to a four (4) month statutory hold period from Closing.

5. Full Description of Material Change

Reference is made to the press release attached as Schedule "A" hereto.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For further information, please contact Kimberly Stephens, Chief Financial Officer of Immunovaccine at (902) 429-1819.

9. Date of report

May 27, 2016

Schedule A

News Release dated May 17, 2016



NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES AND DOES NOT CONSTITUTE AN OFFER OF THE SECURITIES DESCRIBED HEREIN.

IMMUNOVACCINE ANNOUNCES \$8 MILLION BOUGHT DEAL PRIVATE PLACEMENT FINANCING

Halifax, Nova Scotia, May 17, 2016 – Immunovaccine Inc. ("Immunovaccine" or the "Company") (TSX: IMV; OTCQX: IMMVF), a clinical-stage vaccine and immunotherapy company, is pleased to announce that it has entered into an agreement with Mackie Research Capital Corporation and Echelon Wealth Partners Inc. as co-lead Underwriters and joint bookrunners (collectively, the "Underwriters"), whereby the Underwriters will purchase, on a bought-deal basis, 14,550,000 units (the "Units") of Immunovaccine at a price of \$0.55 per Unit for gross proceeds to the Company of \$8,002,500 (the "Offering").

Each Unit will consist of one (1) common share (a "Common Share") in the capital of Immunovaccine and one-half (1/2) of one common share purchase warrant (each whole common share purchase warrant a "Warrant"). Each Warrant entitles the holder thereof to acquire one Common Share for an exercise price of \$0.72 per Common Share for a period of 24 months following closing of the Offering (the "Closing").

Immunovaccine has granted the Underwriters an option (the "Underwriter's Option") to increase the size of the Offering by up to an additional 15% of the total number of Units to be issued under the Offering, at any time on or before 48 hours prior to the Closing.

The Offering is scheduled to close on or about the week of June 6, 2016 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the Toronto Stock Exchange. The securities to be issued under the Offering will have a hold period of four months and one day from the Closing. The net proceeds from the Offering will be used by Immunovaccine for general corporate and working capital purposes.

In consideration for their services, the Underwriters will receive a cash commission of 6% of the gross proceeds of the Offering, and shall receive such number of compensation options exercisable into Common Shares, as is equal to 6% of the Units issued pursuant to the Offering.

The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any

state securities laws, and accordingly, may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

About Immunovaccine

Immunovaccine Inc. develops cancer immunotherapies and infectious disease vaccines based on the Company's DepoVax(TM) platform, a patented formulation that provides controlled and prolonged exposure of antigens and adjuvant to the immune system. Immunovaccine has advanced two T cell activation therapies for cancer through Phase 1 human clinical trials and is currently conducting a Phase 2 study with its lead cancer vaccine therapy, DPX-Survivac, in recurrent lymphoma. DPX-Survivac is expected to enter additional Phase 2 clinical studies in ovarian cancer and glioblastoma (brain cancer). The Company is also advancing an infectious disease pipeline including innovative vaccines for respiratory syncytial virus (RSV) and anthrax.

Connect at www.imvaccine.com

Forward-looking Statement

This press release contains forward-looking information under applicable securities law. All information that addresses activities or developments that we expect to occur in the future, is forward-looking information. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made. However, they should not be regarded as a representation that any of the plans will be achieved. Actual results may differ materially from those set forth in this press release due to risks affecting the Company, including access to capital, the successful completion of clinical trials and receipt of all regulatory approvals and the matters discussed under "Risk Factors and Uncertainties" in Immunovaccine's Annual Information Form filed on March 29, 2016. Immunovaccine Inc. assumes no responsibility to update forward-looking statements in this press release except as required by law.

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Contacts for Immunovaccine:

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