

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

ADVANZ PHARMA Corp. Limited (“ADVANZ PHARMA” or “the Company”)
333 Bay Street
Suite 2400
Toronto, Ontario
M5H 2T6

Item 2 - Date of Material Change:

March 15, 2020

Item 3 – News Release:

A news release dated March 16, 2020 was disseminated via PR Newswire. A copy of the news release has been filed on SEDAR and is available at www.sedar.com.

Item 4 – Summary of Material Change:

On March 15, 2020, ADVANZ PHARMA entered into an arrangement agreement (the “**Arrangement Agreement**”) to acquire all of the issued and outstanding shares of Correvio Pharma Corp. (“**Correvio**”) through ADVANZ PHARMA’s wholly-owned subsidiary, Mercury Pharma Group Limited (“**Mercury**”).

Item 5 – Full Description of Material Change:

5.1 Full Description of Material Change

On March 15, 2020, ADVANZ PHARMA entered into an Arrangement Agreement to acquire all of the issued and outstanding shares of Correvio through ADVANZ PHARMA’s wholly-owned subsidiary, Mercury.

The acquisition is expected to have a total purchase price of approximately US\$76 million, which includes the repayment of certain Correvio indebtedness, and will be implemented by way of a plan of arrangement (“**Plan of Arrangement**”) under the *Canada Business Corporations Act*. Correvio is a Vancouver, Canada-based specialty pharmaceutical company

The Company intends to pay for the acquisition of Correvio with its cash on hand. As of September 30, 2019, ADVANZ PHARMA’s cash position was approximately US\$243 million.

Transaction Details

Under the terms of the transaction, which has been unanimously approved by the boards of Correvio, ADVANZ PHARMA and ADVANZ PHARMA's subsidiary, Mercury, the Company will be paying US\$0.42 per issued and outstanding share of Correvio (the "**Consideration**"), valuing Correvio's equity at approximately US\$28 million on a fully diluted basis. The board of Correvio has received an independent fairness opinion supporting the transaction (as described below) and has determined that the arrangement is fair and reasonable to the Correvio shareholders and is in the best interests of Correvio.

Inclusive of the repayment of Correvio's outstanding debt of approximately US\$48 million, this represents a total consideration of approximately US\$76 million, excluding Correvio's cash assumed by ADVANZ PHARMA.

As part of the transaction, among other things, (i) each holder of a restricted share unit or phantom share unit of Correvio that is outstanding immediately prior to the effective time will be acquired for cancellation for a cash payment equal to the Consideration; and (ii) all out-of-the-money share purchase options of Correvio will be cancelled for no consideration. All amounts are subject to applicable withholdings.

Correvio has agreed to hold a meeting of its securityholders by no later than May 20, 2020 in order for securityholders to consider and, if deemed advisable, approve the transaction. Closing is subject to obtaining such securityholder approval, obtaining an interim and final order approving the transaction from the Supreme Court of British Columbia, and certain other conditions as set out in the Arrangement Agreement.

Each of Correvio and ADVANZ PHARMA's subsidiary, Mercury, have provided representations and warranties customary for a transaction of this nature and Correvio has provided customary interim period covenants regarding the operation of its business in the ordinary course during such period. In addition, Correvio has agreed to certain non-solicitation covenants and has agreed to pay a termination fee of US\$3.5 million in the event that it accepts a superior proposal, changes its recommendation that Correvio securityholders vote in favour of the transaction or in certain other circumstances, subject to certain customary exceptions.

ADVANZ PHARMA has agreed to guarantee certain of Mercury's obligations under the Arrangement Agreement.

In connection with the transaction and subject to closing, Correvio will apply to have its shares delisted from the TSX and Nasdaq and Correvio will cease to be a reporting issuer under Canadian securities law.

A copy of the Arrangement Agreement, which appends a copy of the Plan of Arrangement, is available on ADVANZ PHARMA's SEDAR profile at www.sedar.com.

Each senior officer and director of Correvio has delivered to ADVANZ PHARMA's subsidiary, Mercury, a voting support agreement pursuant to which each such officer and director has agreed to, among other things, vote such person's shares, and other securities convertible into shares, in favour of the shareholder resolution approving the transaction.

The Correvio board of directors has received an opinion from its financial advisor, Piper Sandler & Co., that, subject to the assumptions and limitations contained therein, the transaction is fair, from a financial point of view, to the Correvio shareholders.

ADVANZ PHARMA anticipates the acquisition of Correvio will close in the second quarter of 2020.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 – Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

Item 7 - Omitted Information:

Not applicable.

Item 8 – Executive Officer:

Adeel Ahmad
Chief Financial Officer
Tel: 44 (0)208 588 9080

Item 9 – Date of Report:

March 23, 2020

Notice Regarding Forward-looking Statements and Information

This material change report includes forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 and forward-looking information within the meaning of Canadian securities laws, regarding ADVANZ PHARMA, its business and the acquisition, which may include, but are not limited to, statements with respect to: all conditions to closing the acquisition being satisfied and ADVANZ PHARMA's acquisition of CORREVIO being completed; ADVANZ PHARMA's intention to pay for the acquisition of CORREVIO in cash, the acquisition purchase price, and the timing of the closing of the acquisition in the second quarter of 2020; the delisting of CORREVIO's shares and CORREVIO ceasing to be a reporting issuer under Canadian securities law. Often, but not always, forward-looking statements and forward-looking information can be identified by the use of words such as "plans", "is expected", "expects", "scheduled", "intends", "contemplates", "anticipates",

“believes”, “proposes” or variations (including negative and grammatical variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Such statements are based on the current expectations of ADVANZ PHARMA’s management, and are based on assumptions and subject to risks and uncertainties. Although ADVANZ PHARMA’s management believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. The forward-looking events and circumstances discussed in this material change report may not occur by certain dates or at all and could differ materially as a result of known and unknown risk factors and uncertainties affecting ADVANZ PHARMA, including risks associated with ADVANZ PHARMA’s securities, increased indebtedness and leverage, ADVANZ PHARMA’s growth, risks associated with the use of ADVANZ PHARMA’s products, the inability to generate cash flows, revenues and/or stable margins, the inability to repay debt and/or satisfy future obligations, risks associated with a delay in releasing ADVANZ PHARMA’s financial statements (which could result in a default under ADVANZ PHARMA’s debt agreements and a violation of applicable laws), ADVANZ PHARMA’s outstanding debt, risks associated with the geographic markets in which ADVANZ PHARMA operates and/or distributes its products, risks associated with distribution agreements, risks associated with the acquisition and the integration of CORREVIO into the operations of the Company, the pharmaceutical industry and the regulation thereof, regulatory investigations, the failure to comply with applicable laws, economic factors, market conditions, risks associated with growth and competition, the failure to obtain regulatory approvals or the approval of securityholders and/or the court in connection with the acquisition, the equity and debt markets generally, general economic and stock market conditions, risks associated with fluctuations in exchange rates (including, without limitation, fluctuations in currencies), political risks (including changes to political conditions), risks associated with the United Kingdom’s exit from the European Union (including, without limitation, risks associated with regulatory changes in the pharmaceutical industry, changes in cross-border tariff and cost structures and the loss of access to the European Union global trade markets), risks related to patent infringement actions, the loss of intellectual property rights, risks and uncertainties detailed from time to time in ADVANZ PHARMA’s filings with the Canadian Securities Administrators, and many other factors beyond the control of ADVANZ PHARMA. Although ADVANZ PHARMA has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements and information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. No forward-looking statement or information can be guaranteed. Except as required by applicable securities laws, forward-looking statements and information speak only as of the date on which they are made and ADVANZ PHARMA undertakes no obligation to publicly update or revise any forward-looking statement or information, whether as a result of new information, future events, or otherwise.