

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

XORTX Therapeutics Inc. (the “**Company**”)
3710 33rd Street NW
Calgary, AB T2L 2M1

2. Date of Material Change

July 22, 2025.

3. News Release

The news release reporting the material change was disseminated on July 22, 2025, through the facilities of GlobeNewswire and filed on the Company’s SEDAR+ profile at www.sedarplus.ca.

4. Summary of Material Change

On July 22, 2025, the Company closed a non-brokered private placement of units (“**Units**”), whereby it issued 1,267,123 Units at a price of US\$0.73 per Unit for aggregate gross proceeds of US\$925,000 pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* (the “**Offering**”).

5.1 Full Description of Material Change

The Offering

On July 22, 2025, the Company completed the Offering, with each Unit consisting of one common share in the capital of the Company (“**Common Share**”) and one common share purchase warrant (“**Warrant**”). Under the Offering, each Warrant entitles the holder thereof to purchase one additional Common Share at a price of US\$1.20 for a period of sixty (60) months following the date of issuance provided, however, that if the closing price of the Common Shares on the Nasdaq is greater than US\$2.00 for ten (10) or more consecutive trading days, the Warrants will be accelerated and will expire on the 30th business day following the date of such notice.

Closing of the Offering was approved by the TSX Venture Exchange, and the securities issued under the Offering will not be subject to a four-month and one-day statutory hold period. In connection with the Offering, the Company paid an aggregate of \$12,264 in finder’s fees and issued, in aggregate, 16,800 finder’s warrants, all of which will be subject to a four-month and one-day statutory hold period.

Insider Participation

The issuance of 8,191 Units to an insider of the Company constitutes a “related party transaction” as such term is defined in Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions* (“**MI 61-101**”). Pursuant to Sections 5.5(a) and 5.7(1)(a) of MI 61-101, the Company relied on exemptions from the formal valuation and minority shareholder approval requirements, respectively, as neither the fair market value of the Units nor the consideration for such Units, insofar as it involves the

insider, exceeds 25 percent of the Company's market capitalization. The Company did not file a material change report more than 21 days before the expected closing of the Offering, as the details and amounts of the related party participation were not finalized until closer to the closing and the Company wished to close the transaction as soon as practicable for sound business reasons.

The Offering was unanimously approved by the board of directors of the Company. In connection with the Offering, the Company entered into a subscription agreement with the insider, which included standard terms and conditions in respect of such insider's participation. The Company confirms it will send a copy of this material change report to any requesting shareholder of the Company.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

No information has been omitted on the basis that it is confidential information.

8. Executive Officer

For inquiries regarding the material change and this report, please contact:

Allen Davidoff
Chief Executive Officer
+1 403 455 7727

9. Date of Report

July 22, 2025.