

## NOTICE OF CHANGE IN CORPORATE STRUCTURE

### Pursuant to Section 4.9 of National Instrument 51-102 Continuous Disclosure Obligations

#### Item 1 Names of the Parties to the Transaction

NAVCO Pharmaceuticals Inc. (formerly, BMGB Capital Corp.) (the “**Company**”) and NAVCO Pharmaceuticals Limited (“**NAVCO**”), a non-reporting issuer incorporated and existing under the *Business Corporations Act* (Canada).

#### Item 2 Description of the Transaction

The Company entered into a securities exchange agreement dated January 18, 2021, as amended (the “**Definitive Agreement**”) among the Company, NAVCO, and the NAVCO shareholders for a proposed business combination (the “**Transaction**”) with NAVCO.

In connection with the Transaction, the Company filed its Filing Statement dated as at November 28, 2022 with the TSX Venture Exchange (“**TSX-V**”). The Transaction constituted a "Qualifying Transaction" of the Company in accordance with TSX-V Policy 2.4.

Concurrently with the closing of the Transaction and on April 13, 2023, the Company closed a concurrent financing and issued 14,070,441 units (each, a “**Unit**”) of the Company at a price of \$0.15 per Unit, for aggregate gross proceeds of \$2,110,566.15. Each Unit is comprised of one Share and one Warrant and each Warrant is exercisable for one Share at an exercise price of \$0.25 until April 13, 2025.

The Company completed the Transaction on April 13, 2023.

In connection with the closing of the Transaction, the Company:

- issued 21,340,000 Shares at a deemed price of \$0.15 per Share as fully paid and non-assessable shares to the shareholders of NAVCO;
- issued 340,000 Shares to an arm’s length third party as a finder’s fee in connection with the Transaction;
- appointed new officers and directors; and
- granted 2,300,000 stock options, exercisable at a price of \$0.15 per option for 10 years from the date of grant. The Company issued 1,650,000 of these options to officers and directors of the Company, and the remaining 650,000 options were issued to employees and consultants.

Effective at the opening of trading on April 18, 2023 the Company commenced trading on the TSX-V as a tier 2 issuer under the ticker symbol "NAV".

**Item 3 Effective Date of the Transaction**

April 13, 2023.

**Item 4 Names of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity**

Not Applicable.

**Item 5 Date of the Reporting Issuer's First Financial Year-End after the Transaction, if applicable**

The Company's first financial year-end subsequent to the completion of the Transaction is September 30, 2023.

**Item 6 The Periods, including comparative periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year after the Transaction, if applicable**

<b>Period and Ending Date</b>	<b>Comparative Period and Ending Date</b>
Interim financial statements for the three and nine month period ended June 30, 2023	Three and nine months ended, June 30, 2022
Audited financial statements for the year ended September 30, 2023	12 months ended September 30, 2022
Interim financial statements for the three month period ended December 31, 2023	Three months ended, December 31, 2022
Interim Financial Statements for the three and six month period ended March 31, 2024	Three and six months ended, March 31, 2023
Interim Financial Statements for the three and nine period ended June 30, 2024	Three and nine month period ended, June 30, 2023
Audited financial statements for the year ended September 30, 2024	12 months ended September 30, 2023

**Item 7. Documents filed under NI 51-102 that describe the Transaction**

On April 30, 2020, the Company disseminated and filed on SEDAR a news release announcing the signing of a binding letter of intent for the proposed Transaction.

On April 30, 2020, the Company filed a material changer report on SEDAR reporting the proposed Transaction.

On January 18, 2021, the Company disseminated and filed on SEDAR a news release announcing the signing of the Definitive Agreement.

On December 1, 2022, the Company filed on SEDAR its Filing Statement dated as at November 28, 2022 in connection with the Transaction.

The Company filed on SEDAR on December 1, 2022, a news release dated December 1, 2022 announcing the filing of the Filing Statement.

On April 13, 2023, the Company disseminated and filed on SEDAR a news release announcing the closing of the Transaction.

On April 13, 2023, the Company filed a material change report on SEDAR reporting the closing of the Transaction.

DATED: September 20, 2023