

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102 *Continuous Disclosure Obligations* (the “Instrument”)

1. Names of the parties to the transaction:

NeuroThera Labs Inc. (formerly Miza III Ventures Inc.) (the “**Company**”), SciSparc Ltd. and SciSparc Nutraceuticals Inc.

2. Description of the transaction:

On October 22, 2025, the Company completed an arm’s length share sale transaction pursuant to the asset and share purchase agreement dated October 9, 2025 (the “**Agreement**”), between the Company and SciSparc Ltd., a corporation incorporated under the laws of the State of Israel and listed on the NASDAQ under the trading symbol “SPRC” (“**SciSparc**” or “SPRC”) (together, the “**Parties**”) (the “**Transaction**”)

The Transaction constitutes the Qualifying Transaction (as such term is defined under Policy 2.4 of the TSX Venture Exchange) (the “**Exchange**”) of the Company.

Effective October 22, 2025, as a condition to the completion of the Transaction, the Company changed its name to “Neurothera Labs Inc.” and its trading symbol to “NTLX”.

Pursuant to the terms of the Agreement, SciSparc conveyed and transferred to the Company all of its shares of SciSparc Nutraceuticals Inc. (“**SNI**”) held by SciSparc (the “**Target Shares**”) (representing 50.86% of the issued and outstanding shares of SNI) and certain assets of SciSparc, each as more particularly described in the filing statement of the Company dated October 9, 2025 (the “**Filing Statement**”), in consideration for 63,300,000 common shares in the capital of the Company (“**Common Shares**”), 4,000,000 common share purchase warrants (the “**Payment Warrants**”), and 48,000,000 contingent rights of the Company (“**Contingent Rights**”).

The Payment Warrants entitles SciSparc to acquire one common share of the Company at a price of \$0.25 per Common Share until October 22, 2030. The Contingent Rights entitle SciSparc to acquire, without any further act or formality or payment of additional considerations: (i) 16,000,000 Common Shares, upon the completion of a transaction resulting in the Company listing its securities on either the New York Stock Exchange or NASDAQ (each, a “**US Exchange**”), or other transaction resulting in the issuance of shares listed on a US Exchange to shareholders of the Company in exchange their Common Shares (in either case, an “**Uplisting Transaction**”) if such Uplisting Transaction is completed on or before October 22, 2027; (ii) 16,000,000 Common Shares, upon the Company (or a successor entity) successfully raising on or before October 22, 2029, in equity and/or debt financing an aggregate of US\$10,000,000 or more as of the date of closing of such financing; and (iii) 16,000,000 Common Shares, upon the Company completing a clinical trial by October 22, 2029.

Additionally, the Company issued 3,000,000 Common Shares (the “**Finders Shares**”) to certain parties as a finder’s fee for the Transaction. Further details regarding the Transaction can be found in Filing Statement, a copy of which is available under the Company’s profile on SEDAR+ at www.sedarplus.ca.

All securities issued as part of the Transaction, being the Target Shares, the Payment Warrants, the Contingent Rights and the Finders Shares, are subject to the statutory hold period expiring February 23, 2026.

The Exchange Bulletin was issued on October 23, 2025 for the name change and the completion of the Transaction. The Company’s Common Shares resumed trading on the Exchange under its trading symbol “NTLX” on October 28, 2025.

The Company’s new CUSIP number for the common shares is 64136J101 and the ISIN is CA64136J1012.

3. Effective date of the transaction:

October 22, 2025.

4. Name of each party, if any, that ceased to be a reporting issuer after the transaction after the transaction and of each continuing entity:

The Company continues to be a reporting issuer in British Columbia and Alberta, and its Common Shares continue to be listed on the Exchange. The Company became a reporting issuer in British Columbia and Alberta upon final receipt dated June 10, 2021 for its capital pool companies final long form prospectus dated June 8, 2021 from the British Columbia and Alberta securities commissions.

SciSparc Ltd. is not a reporting issuer in Canada and continues to be listed on the NASDAQ.

SciSparc Nutraceuticals Inc. was not a reporting issuer prior to the Transaction.

5. Date of the reporting issuer's first financial year-end after the transaction if section 4.9(a) or 4.9(b)(ii) of the Instrument applies:

December 31, 2025.

6. The periods, including the 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 section 4.9(a) or 4.9(b)(ii) of the Instrument applies:

The Company is required to file the following consolidated financial statements for its first financial year subsequent to the Transaction:

1. Interim financial statements for the nine months ended September 30, 2025;
2. Eleven month audited annual financial statements for the year ended December 31, 2025;
3. Interim financial statements for the three months periods ended March 31, 2026, June 30, 2026 and September 30, 2026; and
4. Audited annual financial statements for the year ended December 31, 2026.

In addition, the Company must also file the interim financial statements of SNI for the nine months ended September 30, 2025 by December 1, 2025.

7. The documents that were filed under the Instrument that described the transaction and where those documents can be found electronically if section 4.9(a) or 4.9(b)(ii) of the Instrument applies:

The Company's Filing Statement and news release dated October 9, 2025 describe the Transaction and can be found under the Company's profile on SEDAR+ at www.sedarplus.ca.

DATED October 29, 2025.